SUPERMAN REBORN

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4000 Warner Boulevard
Burbank, California 91522

December 20, 1995
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EXHIBIT 86

Ex. 235

CONFIDENTIAL

FADE IN:

EXT. CASTLE - DAY

The surface of an ice planet, covered in snow. The palace is under attack, but we can't see by whom. LASER BLASTS seem to come from empty air.

LEGEND: 30,000 LIGHT YEARS FROM METROPOLIS.

INT. GREAT HALL - DAY

A king, queen and princess, age 16, make their way through the BLASTS. They are almost human but not quite; their skin is softly metallic. The princess is remarkably lovely in spite of this.

The ROOF BLOWS OPEN, a gaping hole to the sky. They press back against the wall as the room fills with BLASTING AIR; furniture is blown over, papers swirl; it is like thrusters from a ship landing in the room, but there is no ship.

Then a door opens, and we can see the high tech cockpit of a small, invisible craft. Strange alien soldiers climb out. When the door closes, the ship disappears again.

The king draws his sword. Two aliens FIRE WEAPONS, killing the king and queen. Two others grab the princess. She fights, but several mutant aliens subdue her.

Their leader, HESTES, snatches the large green jewel from the queen's neck. He holds it up so the light shines through it.

INT. BRAINIAC'S SHIP (SPACE) - BRIDGE

This control center is high tech, but has an organic feel to it; all of the pieces fit together in a flowing, intertwined way, so it seems almost like a living organism. The ship is crewed by aliens of all sorts of deranged variety.

Two aliens drag the princess in, her hands bound. Hestes follows. The princess looks out a window, onto her home planet and its two moons.

A door opens behind her. The aliens bow their heads. The princess tries to look, but the aliens grab her hair and force her to look at the floor.

(CONTINUED)

CONTINUED:

She never gets a look at the person, BRAINIAC, whose face we never see in this scene; he remains an ominous, O.S. presence.

The aliens drag her toward the door. Brainiac gestures, and a thin column rises from the floor, a red button on top. He presses it and the princess forces the aliens to stop, watches out the window.

INT. BRAINIAC'S SHIP - LEAD LINED ROOM

A massive machine, the annihilator, begins to vibrate.

EXT. BRAINIAC'S SHIP (SPACE)

A thick, concentrated beam shoots to the planet's surface.

INT. CORE OF PLANET

The rock at the center of the planet heats up; it becomes molten, boils, bubbles.

EXT. SURFACE OF PLANET - DAY

Citizens scatter as we see a --

SERIES OF IMAGES

A) VOLCANOES

erupt;

B) ICE CAPS

melt;

C) BUILDINGS

collapse.

It builds, until...

EXT. SMALL WHITE PLANET (SPACE)

The PLANET EXPLODES.

INT. BRAINIAC'S GENETICS CHAMBER (SPACE)

A huge room full of sleek, high tech equipment. The room is ringed by several levels of catwalks. Two aliens stand the princess in the center of the room and step back.

A glass tube shoots up at unbelievable speed, like it is shot out of the floor, and surrounds her. The top whips shut; she is trapped. The princess pushes on the glass and calls to the aliens as they leave, but the glass tube is soundproof. They exit, leaving her alone.

Then the tube begins to fill with amber liquid, thick like honey, starting from the bottom. The princess frantically pounds on the glass, but she can't get out. It swirls up around her waist. She struggles, terrified.

A door opens and Brainiac enters. It is dark and shadowy, she can't get a look at him as he moves through the room, working equipment. She screams as loud as she can, but she is absolutely silent from outside the tube.

She floats as the fluid fills the tube. She takes a last gasp of breath at the top, then the tube is filled completely. Microbes shoot out of the walls of the tube and glom on to her skin. She sees Brainiac THROUGH the fluid, but he is just a fuzzy, watery shape.

In the center of the room, a 3-D hologram appears, ropes of interlocking strands of DNA. They spin, then a block pops out of the strand, and the whole thing unravels.

The princess completely falls apart before our eyes, disintegrating into the amber liquid which is then sucked out of the tube, swirling away to nothing.

Hestes enters behind Brainiac.

HESTES
A small ship left the planet milliseconds before the explosion. We were unable to track it.

BRAINIAC
Show me.

Hestes pushes buttons on his wristband; a hologram of a bizarre spaceship appears in 3-D before Brainiac. Brainiac leans slightly into the light; we see maybe half of his face, in silhouette. He practically hisses this next word, like venom on his lips:

BRAINIAC
Cadmus.

(CONTINUED)

CONTINUED:

He waves his hand through the holo image, it disappears like a wisp of smoke. He gestures; a three dimensional map of a solar system appears; planets spin through the room.

BRAINIAC
Lay in a course. Take me... there.

He extends his bony finger, pointing at a 3-D image of:

Earth. We slowly PUSH IN ON the spinning globe...

DISSOLVE TO:

EXT. METROPOLIS - DAY

We PULL BACK FROM the spinning globe, and it is the sign on the front of the Daily Planet Building.

INT. DAILY PLANET - DAY

From the globe outside the window, we PULL BACK to reveal CLARK KENT, a good looking reporter in glasses, sitting on the ledge gazing at the sky. He seems troubled, as if he senses something.

Female hands come INTO FRAME and rub his shoulders. He looks up and sees:

LOIS LANE, 27, a strong, pretty woman with sharp eyes, standing over him. She is wearing an ornate, bonnet style hat and is decked out in the latest high fashion.

LOIS
Are you all right, Clark?

CLARK
Just a headache.

They walk together through the busy newsroom of a working paper. Reporters on phones, people running. We see lots of computers, reporters doing high tech work.

CLARK
New outfit?

(CONTINUED)

CONTINUED:

LOIS
I spent all afternoon at a fashion show watching the city planning commissioners take freebies from the garment industry. You believe women actually wear this stuff?

At her desk, she smells the fresh red roses in a vase.

CLARK
More anonymous roses. Someone really likes you.

Clark sits at the next desk. She tosses the hat and starts to pound on the keys of an old Underwood typewriter.

REPORTER
Don't you even wonder who sends those?

LOIS
Are you kidding me? I could find out in three minutes flat.

CLARK
I think our ace reporter likes having one mystery in her life.

PERRY WHITE, the patriarchal editor-in-chief, sticks his head out of his office.

PERRY
Lane!

He slams his door as Lois types a last line.

CLARK
Are you going to Jimmy's party tonight?

LOIS
I've got three more inches to write for the morning edition.

CLARK
You ever do anything besides work?

Lois rips the page from her Underwood.

LOIS
What else is there?

INT. PERRY WHITE'S OFFICE - DAY

Lois stands across from Perry. He looks her over, what is she wearing?

PERRY
What's holding up that dock story?

LOIS
Okay, the thing is this. Everybody down there is afraid to talk.

PERRY
Time was a newspaper was a vital paper of a city landscape. Now they have TV Internets. Satellites. Can you believe, our own Jimmy?

LOIS
Chief. I always get the story.

There is a KNOCK. Perry waves Clark in as Lois turns to go.

CLARK
You wanted to see me, Mr. White?

PERRY
Kent. Butt, chair. You should take some down time after this, Lane. Don't we owe you some vacation?

LOIS
Twenty-six weeks.

Lois exits. Through the following, Clark watches Lois THROUGH the glass partition to the newsroom. His eyes never leave her; through his eyes she looks like exactly what she is: a gorgeous movie star in fabulous lighting.

PERRY
You haven't brought me a lead in twelve days. What the heck are you thinking about all the time?

CLARK
I'm sorry. What?

PERRY
You're a good reporter, Kent, but I'm losing you. Get focused.

CUT TO:

EXT. EDGE OF GALAXY (SPACE)

Brainiac's enormous ship powers through the Milky Way.

INT. BRAINIAC'S GENETICS CHAMBER (SPACE)

A huge pile of green jewels, including the queen's, sit on a platform. Lasers slice at them, working various cross patterns, breaking the stones down until they are liquid.

Brainiac supervises. He looks up and catches the barest, fleeting glance of eye contact with an ALIEN, who quickly looks away.

BRAINIAC
You looked at me.

ALIEN
I beg forgiveness, I --

Brainiac gestures and the Alien clutches his skull, falls to the floor and writhes in incredible pain. The other aliens try not to watch. Finally and mercifully, he dies.

BRAINIAC
No one looks at me! It's not like I'm vague on this issue.

The green liquid drips through a series of tubes, its consistency changing at each point. It finally drips down an IV. We don't see where it winds up.

CUT TO:

INT. PSYCHIATRIST'S OFFICE - DAY

Clark stands, nervous. DR. IRA GOLDSTEIN is middle aged, glasses, bald, wearing a tuxedo. He compulsively pops Hershey's Kisses in his mouth throughout the scene.

CLARK
I didn't know it would be so formal.

GOLDSTEIN
What? Oh, no, I'm going to the theater tonight.

CLARK'S POV - X-RAY VISION - TICKETS

in the doctor's pocket.

BACK TO SCENE

CLARK
'La Boheme' is one of my favorites.

GOLDSTEIN
How did you know I was going to the opera?

CLARK
Lucky guess. The tux. I'm nervous.

GOLDSTEIN
Why did you call me?

Clark looks at him a moment, decides he might as well talk.

CLARK
My boss thinks I've been distracted.

GOLDSTEIN
Your boss thinks?

CLARK
(a beat)
Okay, you want honesty. I've been feeling isolated. Funny, isn't it? In the middle of a city of seven million people, I feel alone.

GOLDSTEIN
We all do, occasionally.

Clark picks up a brass award from a shelf, fidgets with it.

CLARK
I do everything I can to help, but things are getting worse.

GOLDSTEIN
Journalists often feel that way.

Clark walks around behind him.

CLARK
There's always another disaster. Somebody else who needs help.

(CONTINUED)

CONTINUED:

GOLDSTEIN
It must be difficult, never reporting any good news.

Clark thinks out loud, figuring it out as he talks.

CLARK
You know what it is, Doctor? It's like I feel homesick, except I have no home. I don't belong here, and there's nowhere else to go.

GOLDSTEIN
You do belong here, Mr. Kent, it's just a matter of identifying these feelings. Bottom line, you are a human being.

Nervous, Clark snaps the solid brass award in half in his hand. The doctor doesn't see; Clark quickly puts it back on the shelf, balances the two pieces.

CLARK
Also, there's a woman.

GOLDSTEIN
There usually is. Does she know how you feel?

CLARK
She can't know, not ever. It's complicated, Doctor. I don't even know if we could have children.

GOLDSTEIN
There are tests.

CLARK
You don't understand. I'm not like her. I'm... not like anybody.

Goldstein looks at him for a few moments, then leans forward.

GOLDSTEIN
Are you aware of the doctor-patient confidentiality rule? You can tell me anything in this room, and I'm prevented by law from repeating it.

(CONTINUED)

CONTINUED:

CLARK
Anything?

GOLDSTEIN
Let it out, Kent. What's your secret?

We slowly PUSH IN ON Clark.

INT. WAITING ROOM - DAY

Dr. Goldstein talks to his receptionist, being gentle in front of Clark, like you would with a lunatic.

GOLDSTEIN
June. Mr. Kent will be coming to see us five times a week for awhile.

EXT. GOLDSTEIN'S BUILDING (METROPOLIS) - DAY

Clark comes out of the building and heads for home. He hears THUMPING BASS, sees a carload of gang bangers go by.

CLARK'S POV - X-RAY VISION

They all have machine guns and shotguns on their laps, an arsenal.

BACK TO SCENE

Down the street, more bangers load crates into a van.

CLARK'S POV - X-RAY VISION

The crates are full of high caliber weapons.

BACK TO SCENE

Clark spots a truck parked on the street. He runs behind it...

And SUPERMAN flies out the other side!

INT. GANG CAR - DAY

Clips are loaded, guns are cocked. They get close to those loading the van, raise their guns, aim them out the window...

EXT. STREET CORNER - DAY

They OPEN FIRE as Superman lands between them, BULLETS bouncing off of him. They FIRE UNTIL they're EMPTY.

GANG GUY
Ram him!

The driver floors it, the car crashes into Superman. The front of the car folds like an accordion. A guy in the front seat FIRES at him.

CLANG! Superman catches the bullet between his teeth. He looks and sees the other gang climbing into the van.

He spits the bullet, which goes as fast as if it had been shot from a gun, and BLOWS the TIRE OUT on the van.

SUPERMAN
Wait here.

A member of the gang, a BAD DUDE, grabs a WOMAN, who screams, and holds his gun to her head.

BAD DUDE
Stay away, I'll cap her!

The Bad Dude FIRES; Superman reaches him in less time than it takes the bullet to clear the barrel, a blur of super speed, takes the gun. The bullet flies away harmlessly.

SUPERMAN
Ma'am, are you all ri --

WOMAN
Don't touch me!

She runs off, terrified. The rest of the gang pull their crates open and arm themselves. One of them FIRES a SURFACE-TO-AIR MISSILE LAUNCHER.

The MISSILE flies at Superman, hits him square in the "S" and EXPLODES. The smoke clears.

SUPERMAN
That stings a little. Must be why they call it a Stinger.

He blows at the gang members; they are knocked off of their feet, as if by a hurricane.

INT. VAN - DAY

The gang members tumble in, on the wind of Superman's breath, and pile up in a heap against the back wall.

EXT. STREET CORNER - DAY

Superman sees the crashed car trying to drive off, going about three miles an hour like a wounded animal. Superman lifts the rear of the car and blows into the exhaust pipe.

The car fills with exhaust. The bangers pile out, coughing and hacking, and as they do Superman grabs them and tosses them into the van. He grabs a BANGER by the jacket.

BANGER
Mind your own damn business!

SUPERMAN
You boys are breaking the law --

BANGER
Ain't your law! This ain't even your planet, you a damn alien!

Superman lifts him a little higher, glares at him.

BANGER
Go back where you come from! Didn't nobody ask you to come here.

Superman looks at him a moment, chucks him into the van.

INT. VAN - DAY

The gang members from both sides are tossed into one pile. The van lurches, turns on its side. They yell and tumble.

EXT. SKY ABOVE STREET CORNER - DAY

Superman flies up, carrying the van over his head. He sets it on top of a clock tower, where they can't climb down.

SUPERMAN
The police will be along for you.

Superman flies across the sky, a red and blue streak.

IN WINDOW ABOVE HIS OFFICE

Dr. Goldstein and his receptionist watch him go.

GOLDSTEIN
Now that's Superman.

EXT. SKY OVER METROPOLIS - DAY

As Superman flies away from the clock tower he hears a SCREAM, focuses in one direction, then hears a GUNSHOT in another direction, a BURGLAR ALARM in yet another. He exhales, weary, and zooms off to save another citizen.

CUT TO:

INT. BRAINIAC'S GENETICS CHAMBER (SPACE)

The last of the green liquid drips through the IV. We see it going into an enormous, stone-like arm. It flexes, and we hear a RUMBLING sound, the CREATURE'S breath. From the mysterious, monstrous presence in the shadows, we:

CUT TO:

EXT. LEDGE OF BUILDING - NIGHT

START ON a massive stone gargoyle, looking down on Metropolis thirty stories below. Then we FIND Superman perched beside it, his cape wrapped around him, troubled. He is worn, exhausted. His fingers rest on his temples.

SUPERMAN'S POV - X-RAY VISION

He can see INTO the building across the way; he can hear PIECES OF the CONVERSATIONS taking place --

INTERCUT WITH --

EXTREME CLOSEUP OF HIS EYES

A) IN FIRST APARTMENT

an elderly couple eats at the kitchen table. The PHONE RINGS, the wife answers. She is happy, it is her daughter. The man comes to the phone --

(CONTINUED)

CONTINUED:

B) IN NEXT APARTMENT

a young man does sit-ups in his boxers. His girl friend comes in wearing his oversized shirt, kisses him, they laugh and tumble on the floor --

C) SUPERMAN'S EYES

are drawn by SQUEALING --

D) IN HIGH-FLOOR APARTMENT

two kids run and screech and giggle, passing their parents who watch TV on the couch --

E) IN ANOTHER APARTMENT

a father lifts his baby out of the crib and walks her, holds her close, kisses her head. The mother comes in and they stand together, their baby safe between them. Father kisses mother; a human family.

F) PUSH IN ON Superman's eyes.

EXT. LOIS'S TERRACE - NIGHT

Superman comes out of the sky, lands on the terrace. He lightly taps on the glass door with his knuckles.

INT. LOIS'S BEDROOM - NIGHT

Lois is asleep. She pops awake, grabs the phone.

LOIS
Lane, what do you got? Hello?

There is no one there. She hears the TAPPING on the glass.

EXT. LOIS'S TERRACE - NIGHT

Lois slides the door open and comes out in oversized boxing shorts and a muscle tee, finds Superman waiting.

SUPERMAN
I'm sorry, I woke you.

LOIS
No, I was on the phone.

SUPERMAN
I'll go.

(CONTINUED)

CONTINUED:

LOIS
Don't be silly. What's wrong?

SUPERMAN
Nothing. I'm just tired.

LOIS
You work so hard.

SUPERMAN
Metropolis is getting out of hand. It seems the more fires I put out, the worse things get.

LOIS
Oh, before I forget.

She goes to a drawer, pulls out a small bundle of mail. He accepts them, looks through them.

LOIS
More letters from kids. We must get a hundred a week.

SUPERMAN
Thank you. So many of these children don't have families.

LOIS
I know, it's sad.

SUPERMAN
Everyone needs a family, don't you think?

LOIS
You mean kids?

SUPERMAN
Yes, kids. Everyone.

LOIS
I don't think a person has to... it's a new world. Not everyone has the luxury of a family.

SUPERMAN
I just think people are happier with a real home.

LOIS
A person can be happy in all kinds of circumstances.
(MORE)

(CONTINUED)

CONTINUED:

LOIS (CONT'D)
If her job is fulfilling. There's something to be said for not having anyone to take care of. Or to answer to. A person can be happy.

She runs out of things to say and looks up at him. It is very awkward for a moment, he false starts reaching for her once or twice, she self-consciously brushes her hair from her eyes. It seems he is about to hold her, when he cocks his ear. We hear a very distant SCREAM.

LOIS
What?

SUPERMAN
I hear a scream, I'd better... I'm sorry.

LOIS
No, no. Perry just called about a big story, I have to get in gear anyway.

He nods, then turns and EXITS FRAME. She watches him fly off into the night, then sinks into a chair and sits there, confused, the Metropolis skyline behind her.

CUT TO:

EXT. SPACE - NEAR SATURN

Brainiac's massive ship passes through the rings of Saturn, disrupting their orbit. The rings trail off, lost forever.

PICK UP a smaller ship coming around the other side. This is the ship Brainiac saw in holographic form earlier.

INT. CADMUS' SHIP (SPACE)

Duct tubes dangle, the room is packed with all kinds of junk. An ALARM SOUNDS, an obnoxious, repeating HORN.

CADMUS sits up INTO FRAME; a bear roused from slumber. He looks around 50, but is hundreds of years older. His hair, what there is of it, sticks straight up. He grumpily smacks a button on the wall, KILLS the ALARM. He scratches his chest, every muscle sore, every BONE CRACKLING.

INT. CADMUS'S SHIP (SPACE) - COCKPIT

Cadmus enters in the midst of a coughing fit.

CADMUS
Morning, Mary Lou. Whattya got?

During the following, he hacks through his last couple of coughs, then lights a huge cigar.

COMPUTER (V.O.)
One sun, nine planets. The third is populated by approximately four billion carbon-based bipeds, current evolutionary index two point eight.

CADMUS
Two point eight? What would the big brain want with them?

COMPUTER (V.O.)
And one Kryptonian.

Cadmus looks out, raises an eyebrow as this sinks in; this means something big. He grunts, sits in his pilot's chair.

EXT. SPACE - NEAR SATURN

Cadmus's ship dips and turns, zooms toward Earth.

CUT TO:

INT. DAILY PLANET - DAY

Clark assists Lois as she does repairs on her Underwood.

LOIS
Hold that. That, tug it. Can you see me being a mother?

CLARK
Of course, why not?

LOIS
I'm pretty set in my ways.

CLARK
The kid would be lucky. Look how you nurture this old typewriter.
(a beat)
Is this about Superman?

(CONTINUED)

CONTINUED:

LOIS
Sometimes I forget that he's an alien.

CLARK
Don't ever forget it, you deserve someone normal. I mean, he came from another planet, he could leave this one. How would you feel if he moved on?

LOIS
He wouldn't. He could never stop being Superman, it's what he is.

CLARK
So, he could never sit through a meal without somebody having a disaster and needing his help. What kind of life could you have?

LOIS
How can you say I deserve better than a Superman?

CLARK
What you need is a man.

She snaps the typewriter shut.

LOIS
There! That should be good for a Pulitzer prize.
(a beat)
Thanks, Clark. You might not believe this, but you're about the best friend I've got.

They look at each other for a moment, then notice a LOW RUMBLING. The ceiling light begins to sway.

LOIS
What is that? Earthquake?

CLARK
That's no earthquake.

INT. APARTMENT - DAY

A family eats. The DISHES RATTLE on the table. The kid's Froot Loops jiggle in the bowl. DAD goes to the window.

DAD
Oh my God.

EXT. METRO CENTRE PARK - DAY

A policeman sits in his squad car at a stop light. He looks up and sees the stop light shaking. A shadow passes over him. People scream and run, as:

Brainiac's ship sets down into the park. Trees burst into flames, the thrusters scorch the earth.

Buildings are crunched on the edge of the park; the ship does not quite fit. A couple of high-rises crumble.

People run; a "NO PARKING" sign is snapped like a twig; in the lake young lovers dive out of their paddle boat.

Finally the ship comes to rest. It fills the entire park. The door opens, lowers to become a gang plank.

We see the faces of the humans on the ground, crawling away. They hear enormous BOOMS. A shadow covers the street; the booms are FOOTSTEPS.

Doomsday, the beast Brainiac made in his genetics chamber, heads up the street. He is gigantic, all muscle, plated with spiky armor.

He destroys everything in his path; he crunches cars, pulls trees and telephone poles out of the ground. A BIRD lands on a brick wall. Doomsday holds a hand out, and the bird hops into his palm. It CHIRPS. He crushes it.

A POLICE CAR ROARS up to Doomsday; he swats it and it tumbles away, flipping several times.

Superman swoops out of the sky, amazed at the destruction he sees. He soars toward Doomsday, fists in front of him. He plows into the beast, and the two of them crash into the side of a building.

Superman shakes the rubble off, looks at Doomsday under the mess. It seems he has killed him. He drags the beast toward the ship at the head of the street.

Superman is overcome by a wave of dizziness. He stumbles, and Doomsday gets to his feet, punches Superman. Superman is caught by surprise, stunned.

Doomsday punches him again, then picks Superman up over his head and throws him. People scatter as Superman crashes through some power lines.

VARIOUS SHOTS

All over the city, lights go out.

INT. TORVAL LABS - NIGHT

RUDY JONES, a stocky lab assistant with more attitude than brains, mops. He has one eye on DR. URSULA FREEMAN, a pretty scientist, who tries to keep the beakers steady as the building shakes from the battle between Superman and Doomsday outside. The lights flicker.

RUDY
Hey, Doc. What say you and me cut a rug sometime? Couple of chops, a bottle of vino.

URSULA
You can't be serious. You're a janitor. I'm a biomedical engineer.

RUDY
I won't hold it against you.

She laughs derisively, carefully sets a bottle of purple liquid on a shelf. The building shakes.

URSULA
What is going on out there?

She goes to the window and looks.

URSULA'S POV

She can see Superman and Doomsday fighting in the street below. The building shakes from the force of their blows.

BACK TO SCENE

She hurriedly exits.

RUDY
I got your biomedical engineer right here, baby.

The lights go out, the room shakes. As emergency lights snap on, Rudy sees a beaker about to fall. He catches it, relieved, and sets it back on the shelf. As he does so, his broom handle shatters the bottle Ursula stored. The purple liquid spreads across the floor.

RUDY
Way to go, lame-o, this'll impress the doc. Kill two years of her work.

(CONTINUED)

CONTINUED:

He tries to mop it up, but the purple liquid eats the end of his mop. Strange purple flames rise from the liquid. Rudy looks around and grabs a large beaker full of what looks like water. He throws it on the purple flames...

They EXPLODE, and the purple FLAMES ROAR through the lab, devouring everything in their path, including Rudy.

He runs around, consumed by purple fire, screaming, bouncing off the walls. He falls, there is an enormous WHOOSH, and the flames extinguish as quickly as they spread. All is quiet.

EXT. DAILY PLANET - DAY

Lois runs out as Superman and Doomsday battle in the street. She tries to get close but can't, there is a large crowd gathering. A YOUNG REPORTER hops out of a news van, and his crew sets up.

LOIS
Jimmy!

The reporter turns around; he is Jimmy Olsen.

JIMMY (YOUNG REPORTER)
Share what you got, Lois!

LOIS
Don't know who he is or where he's from. The ship landed, he came out swinging! He's holding his own against Superman.

EXT. METROPOLIS - DAY

Superman knocks Doomsday under the elevated train. Superman stumbles, getting weaker.

Doomsday pulls an iron pole free from the train platform and smacks Superman. Superman flies through the air and crashes into the globe on the front of the Daily Planet. The model of earth shatters, Superman falls to the street.

INT. BRAINIAC'S SHIP - BRIDGE - DAY

Brainiac watches the pieces of the fake earth rain down around Superman in holographic image.

BRAINIAC
How poetic.

EXT. DAILY PLANET - DAY

Lois tries to fight her way through the crowd to get to Superman, but can't budge the jammed bodies. The people are stunned at what is happening. Jimmy starts reporting.

JIMMY
This is James Olsen live in midtown, where Superman is engaged in battle with a crew member from a massive ship that set down in Metro Centre Park. It appears, this is incredible... Superman is down!

LOIS
This can't be!

Superman struggles to his feet. He summons all of his power and flies straight at Doomsday. Doomsday runs toward him, growling. They close in...

And slam into each other with an ENORMOUS CRASH that BREAKS WINDOWS in surrounding buildings, GLASS RAINS down.

Superman punches Doomsday with everything he has. His punch knocks Doomsday's head around, and blood flies in an arc from his mouth; green blood. It splatters Superman. Superman rubs his fingers in it, holds them up, stunned.

SUPERMAN
Kryptonite...?

Doomsday pounds him with both fists together. Superman slams against the wall and falls to the sidewalk.

Lois climbs over some rubble, trying to get close. She sees Doomsday, but he disappears as he jumps on Superman. Lois climbs down, runs around.

Doomsday jumps on Superman, punches him again and again. Doomsday's knuckles are bleeding; every time he punches Superman, he leaves a ribbon of green blood across him.

Superman looks around, through swollen eyes. His last thought is of...

SUPERMAN
(weakly)
Lois...

Doomsday lifts Superman over his head.

(CONTINUED)

CONTINUED:

Superman's cape flaps in his face, so Doomsday rips the cape off and throws it. It catches on a broken pipe and hangs there.

Doomsday slams Superman down, hard, onto a pile of rubble. He stands over Superman, both arms raised to the air, howls with victory. Superman lies absolutely still.

INT. BRAINIAC'S SHIP - BRIDGE - DAY

Brainiac watches on his holographic imaging equipment. He turns it off; Doomsday and Superman disappear.

BRAINIAC
I'll be in my quarters. Do no disturb me for any reason. Understood?

An alien bows slightly. Brainiac glides out of the room.

EXT. DAILY PLANET - SUNSET

Superman lies still. Doomsday lumbers off up the street. Halfway up the block, he stops, looks back, hesitates. Is he forgetting something? He growls it off, walks away.

Lois finally breaks through the crowd, to find Superman lying broken in the rubble. She scrambles up to him.

LOIS
Hang on, the paramedics are coming... you did it, he's leaving, you saved Metropolis... Superman... no... no...

CAMERAMAN
Jimmy. We're still hot.

JIMMY
Folks, you are seeing a live shot. It seems to be true, the impossible has happened. Superman... is dead.

LOIS
He is not dead! He's not! He's Superman, he can't... die....

TABLEAU

Red sky; the sun is setting.

(CONTINUED)

CONTINUED:

Lois futilely pounds on Superman's chest, his shredded cape billowing in the breeze on the pole behind them.

LOIS
He is not dead! He is not dead!

INT. TUNNEL

We don't know where we are; Superman tumbles up a breathing, undulating tunnel, in his torn costume, no cape, exactly as he was at the moment of death.

A light appears at the end of the tunnel. Superman looks back, then heads toward the light.

EXT. DAILY PLANET - SUNSET

Lois cradles Superman as an ambulance pulls up.

LOIS
You people clear back! I don't want to tell you twice, make a path.

TWO PARAMEDICS kneel over the body and put heart paddles on Superman's chest.

PARAMEDIC
Lady, we need to work here. Clear.

Lois backs off, a tear on her cheek, but she wipes it away. The Paramedic gives Superman a jolt; it shocks the Paramedic. He shakes his fingers out and gives Superman another jolt. The PADDLES BLOW, sparks flying from them.

PARAMEDIC
I need more power.

CUT TO:

INT. TORVAL LABS - NIGHT

Back in the room where Rudy was consumed by purple fire. Ursula looks in, shocked. She grabs a gas mask and moves slowly through the destroyed room. She finds Rudy lying in a corner, barely breathing, and kneels over him. He is glossy and purple, but we only get glimpses of him.

URSULA
Look at the mess you made.

(CONTINUED)

CONTINUED:

RUDY
Doc... help me...

He inadvertently grabs her face in his meaty, purple hands. She struggles, panicked, as...

Her life force is sucked out of her. She loses her color, then her shape, until she is just a dried out husk of what she used to be. She falls, her dried husk crumbling.

PARASITE springs to his feet. He barely resembles Rudy any more; he is purple all over, with strange, flame-like energy dancing off his skin. He is bald as a four-ball. He looks at his fingertips, alive with CRACKLING ENERGY.

PARASITE (RUDY)
Whoa! I feel jazzed! Can't explain it, Doc, it's like I sucked your energy up through my fingertips.
(a beat)
Yowsa. Got your memories, too. All your secrets. Doc, I'm shocked.

He whips around and punches his fist down through the metal table, his hot hand slicing through the steel like butter.

PARASITE
I can get used to this.

CUT TO:

EXT. STREETS OF METROPOLIS - NIGHT

The ambulance races past, with a police escort, passing several police cars that are headed toward the park.

EXT. METRO CENTRE PARK - NIGHT

Police cars surround Brainiac's ship. The POLICE CHIEF shouts orders as they take up positions.

EXT. POWER STATION - NIGHT

Lois and the city officials wear hard-hats. Superman lies in the middle of the plant, wires and cables leading to his chest.

(CONTINUED)

CONTINUED:

The head of the power station throws a massive switch; all of the power in the station is directed to Superman's chest.

In the b.g., the Metropolis skyline dims. The man closes the switch, and the SURGEON GENERAL puts his stethoscope to Superman's chest, listens, shakes his head.

SURGEON GENERAL
We can't get to the heart; it's like doing C.P.R. on a block of granite.

MAYOR
There's one more thing we can try.

EXT. GOVERNMENT RESEARCH FACILITY - NIGHT

CLOSE IN ON a vent in the ground.

INT. PARTICLE ACCELERATOR TUNNEL - NIGHT

Superman hangs at the end of the tunnel, strapped in all sorts of high-tech restraints.

INT. VIEWING ROOM

Lois, the Mayor, the Police Chief, the Surgeon General, and some scientists pull their goggles down over their eyes. The head scientist hits a switch...

INT. PARTICLE ACCELERATOR TUNNEL - NIGHT

At the far end, POWER converges and BLASTS out, a focused laser beam. We see it FROM SEVERAL SPOTS IN the long tunnel as it flies PAST us, building speed.

BEAM

hits Superman in the chest, FOOM! It rocks his body, and the folks in the viewing room have to look away.

The Surgeon General comes through a door, listens to the heart. Lois starts after him, but the Mayor holds her back.

SURGEON GENERAL
He's gone.

PUSH IN ON Lois, unbelieving.

INT. TUNNEL

Superman disappears into the light.

CUT TO:

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac enters, as his ALIENS stand by. He goes to the area where the glass tubes are concealed in the floor.

BRAINIAC
Where is the corpse?

ALIEN
Doomsday returned without it.

BRAINIAC
Why didn't you wake me?

ALIEN
You said not to... under any circumstances...

Brainiac looks at him for a few moments, then laughs. The Alien laughs a little too, nervous.

BRAINIAC
Sadly, part of being the foremost sentient being in existence is that you cease to be amused by the mundane stupidity of others.

Brainiac gestures and the Alien drops, clutching his head. We STAY ON Brainiac's face as the Alien suffers and dies O.S.; Brainiac's eyes are intense, focused, as if he enjoys meting out this small punishment. To his Aliens:

BRAINIAC
Bring me that body.

CUT TO:

EXT. METROPOLIS - FROM VERY HIGH ABOVE - NIGHT

Looking DOWN INTO the canyon BETWEEN the high-rises. The streets are lined with people, both sides of the avenue packed with citizens.

A funeral procession moves down the middle of the street, a coffin draped with Superman's red and yellow cape.

PULL BACK. We are watching FROM a high balcony.

(CONTINUED)

CONTINUED:

A long, ghost-white female hand grips the railing. There is a large, red ruby ring on one of the fingers, throbbing with a strange inner power. The hand recedes into the darkness.

EXT. REVIEWING STAND - NIGHT

The Mayor, GOVERNOR, Police Chief, and several dignitaries stand at attention as the funeral procession passes.

Lois walks behind the coffin, all in black, shell-shocked. A tear tries to force itself out; she wipes it away, then pulls her veil down over her faces so no one will see.

The coffin stops before the reviewing stand, and the dignitaries walk down to it, to be pallbearers. They hear a murmuring in the crowd, and turn around as...

A black figure descends from the sky, lowering a line from the top of a building. The figure walks through the crowd, which parts for him. Even the Mayor and Police Chief steps aside as he approaches the coffin; it is:

BATMAN!

EXT. SUPERMAN'S TOMB - NIGHT

The Mayor, the Police Chief, the FIRE CHIEF, Perry White, the Governor and Batman carry the coffin into the tomb.

INT. SUPERMAN'S TOMB - NIGHT

The Pallbearers leave. Batman is the last one; he lays one of his leather gloves on the coffin in tribute. Batman exits and the massive stone door is sealed with a BANG.

CUT TO:

INT. DAILY PLANET - NIGHT

STARTING ON the broken globe outside the window; there are fires all across the horizon. We PULL BACK THROUGH the newsroom, which seems very large when empty. There is very little light, only the glow of the computer screens. Perry White spots Lois at her desk, on the phone, in black.

(CONTINUED)

CONTINUED:

PERRY
The city's gone wild. With Superman dead, the criminals are acting like they own the damn town.

She holds up a hand, just a minute, Chief.

LOIS
Kent. Clark Kent. I know a lot of people are missing in the rubble, Lieutenant, but anything you can do for me. Thanks.

She clicks over to another line.

LOIS
Kelly? He's six-two, wears glasses. Just have your crew keep an eye out.

She hangs up, rubs the bridge of her nose, starts to type on her Underwood.

PERRY
Someone else can do the story, Lane. You've done all you can for Clark; go home, get some rest.

LOIS
No! I have to write this. I have to, Chief.

Perry nods, exits. Lois sits alone, and for a fleeting moment it seems she might cry. But she forces it away, and her fingers begin to fly over the keys...

EXT. STREET CORNER (METROPOLIS) - NIGHT

We START ON an electronics store being looted, the windows shattered and people climbing in and out, something burning. A POLICE SIREN races by, GUNSHOTS can be heard.

A truck goes by and tosses out a bundle of newspapers, a special edition. We ZOOM IN ON the top newspaper, where we see a photo of Lois, Superman, and the torn cape, and Lois's headline:

SUPERMAN DEAD! CHAOS REIGNS

By Lois Lane

CUT TO:

INT. SUPERMAN'S TOMB - NIGHT

The tomb stands empty for a few moments, then a shadowy figure moves about. Batman's glove falls to the floor as the coffin is opened.

EXT. METRO CENTRE PARK - NIGHT

The Police Chief stands at the front of the line of his men, who have Brainiac's ship surrounded. He talks to *Jimmy Olsen*.

CHIEF
None of our weapons will crack that force field. It's eerie. No movement, no communication, he just sits in there. What the hell does he want?

EXT. SUPERMAN'S TOMB - NIGHT

It is very late. A last mourner adds flowers to the thousands that are already here, and walks off.

CAMERA MOVES to reveal Lois Lane, alone on a grassy hill, looking like she lost her footing and just stayed where she dropped. She stares at the tomb in disbelief.

The thrusters of one of Brainiac's invisible ships come down near the tomb, blowing the flowers and children's drawings and other tributes in all directions.

Lois hides behind the small hill and watches as HESTES and some aliens emerge from the invisible ship. The aliens BLAST a hole in the side of the tomb and go in.

Lois slips down the hill and goes after them.

INT. SUPERMAN'S TOMB - NIGHT

Hestes and his aliens see that the coffin is empty! Hestes looks around, worried, then stands at attention.

HESTES
The body is not here.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac watches a 3-D hologram of the inside of the tomb; Hestes and the aliens, and the empty coffin.

(CONTINUED)

CONTINUED:

BRAINIAC
What do you mean? Where is it?

HESTES (V.O.)
I don't know. All I can tell you is Superman's body... is gone.

Brainiac notices movement at the door of the tomb. He gestures and enlarges that portion.

He sees Lois peering around the door at the empty coffin, shocked. Brainiac waves a hand and freezes the hologram, gestures again, and she grows into...

A life-sized three-dimensional model of lois. Brainiac moves around it slowly, looking her over, fascinated.

DISSOLVE TO:

EXT. MISTY LANDSCAPE

We see nothing except a layer of mist two feet off of the ground. Then, Superman pops up on all fours, raising his head above the swirling mist, gasping for breath. He looks around, disoriented. He gets to his feet. He is still wearing the tattered suit, no cape, as he was at death.

He sees the light in the distance. He starts for it, but he is tired; we sense that he has been chasing this light for some time. He stops as:

Two figures in white come toward him out of the mist. Superman is stunned as they get close enough to recognize; they are JOR-EL and PA KENT, his Krypton and Earth fathers. He moves toward them, but they seem to move back even though they stand still; he can't get closer.

SUPERMAN
Pa? Pa Kent! Jor-el! Wait!

He stops moving after them, and they stop receding.

SUPERMAN
Jor-el, is that you? I have so many questions.
(a beat)
I've missed you, Pa.

PA KENT
I've been with you, son.

(CONTINUED)

CONTINUED:

SUPERMAN
Where am I? How did I get here?

JOR-EL
There's time to answer all your questions when you come across.

SUPERMAN
I've been trying, I can't reach the light.

PA KENT
Nothing's stopping you, Clark. Why are you hanging on?

SUPERMAN
I don't know, I'm confused. I'm so tired, I want to rest.

JOR-EL
You need to know where you came from before you can decide where you're going.

PA KENT
Maybe you're not done back there.

SUPERMAN
Metropolis? I don't belong there.

JOR-EL
Where do you belong?

Superman looks at him, confused. Suddenly, he feels himself moving backwards. His fathers shoot away from him.

INT. TUNNEL

He is shot back through the mysterious tunnel, and the light gets smaller and smaller. He tumbles and rolls, faster and faster, until everything goes BLACK...

INT. CADMUS'S SHIP - SUPERMAN'S POV - WORKROOM - NIGHT

His eyes snap open and dart around the room; we see strange alien machinery hanging from the walls and ceilings; a green flash over our eyes, and then a bank of monitors along the wall; dark, shadowy corners; the back of a man, facing AWAY FROM us, working machines.

Superman doesn't know where he is, and neither do we; we share his confusion.

(CONTINUED)

CONTINUED:

A green light moves down him and he looks up, sees a diagnostic cross view on a screen above him. His Krypton physiology is different than ours.

Superman jerks, then coughs. He looks through hazy eyes and sees Cadmus whip around and pick up a wrench, hold it up over his head like a weapon.

CADMUS
What the hell are you doing?

Superman bolts upright and holds a hand over his eyes, blinded by the dim light in the room. He waves his other arm out to the side, grasping for something to hold on to.

CADMUS
You're supposed to be dead.
Scared the crap outta me.

Superman jumps up off of the slab; he is in nothing but tight shorts. Everything is thick, like he is seeing it through molasses. Cadmus seems to be swaying.

SUPERMAN
Where am I? Who are you?

CADMUS
I'm Cadmus. You're aboard my ship.

Superman looks around at the alien technology, which is just starting to come INTO FOCUS. Then he leaps across the slab and bolts out the door.

CADMUS
Hey!

INT. CADMUS'S SHIP - CORRIDOR - NIGHT

Superman runs down the hallway, at normal human speed, looking for a way out. Cadmus comes after him, but he doesn't run so well.

Superman pulls doors open, looking for an exit, but all he finds are more rooms. There is junk everywhere, he has to sidestep rusty piles of metal. He trips over some stuff, and when he gets to his feet Cadmus is almost on him.

He spots a hatch in the ceiling and runs to it, grabs the wheel.

(CONTINUED)

CONTINUED:

CADMUS
Don't open that!

Superman jerks the wheel; the hatch falls open and he is knocked off of his feet by GUSHING WATER.

Cadmus makes his way to the hatch and forces it shut against the water. Superman gets to his feet, dazed. It is confusing, he is slipping and sliding in the water. Cadmus tries to hold him up, but Superman struggles.

CADMUS
Calm down! Relax!

Superman tries to break away. Fed up, Cadmus hauls off and punches him across the jaw, knocks him out. Superman falls, Cadmus catches him, holds him up.

CADMUS
Superman. Spectacular.

CUT TO:

EXT. BRAINIAC'S SHIP - DAY

Brainiac's ship is surrounded by police. Lois is on a cell phone as Jimmy walks up with two cups of coffee.

LOIS
No movement from inside, not so much as a sneeze.

JIMMY
You look beat. Been here all night?

LOIS
I was with the rescue team until five, digging through the rubble looking for Clark.

Jimmy looks at her, find anything? She shakes her head.

INT. BRAINIAC'S SHIP - BRIDGE - DAY

Brainiac looks at a hologram of the scene outside his ship. He waves a long bony finger over the hologram, until he settles on Lois and Jimmy. He makes a fist, as if he is holding them in his paw, raises his hand.

EXT. BRAINIAC'S SHIP - DAY

Lois and Jimmy look at each other.

JIMMY
So. You want to go in?

LOIS
Sure, let's go in.

They walk through the police line, up the gangplank and into the ship.

ROOKIE
What the...?

The ROOKIE COP tries to follow, but is zapped at the force field. He watches them disappear inside.

INT. BRAINIAC'S SHIP - CORRIDOR - DAY

Lois and Jimmy step onto a lift. It begins to lower, and as they watch the floors pass, each of which is a marvel of alien technology, with spires of electronics and banks of alien writing, we start to get a sense of the layout of the ship; they pass the observation deck, then down past the bridge, and finally descend into the genetics chamber.

INT. BRAINIAC'S GENETICS CHAMBER - DAY

Brainiac waits, in the shadows, as Jimmy and Lois step off of the lift. Suddenly they look around at their surroundings, and realize what they have just done.

JIMMY
What happened...?

She nudges him, look. Brainiac emerges from the shadows.

LOIS
Who are you?

BRAINIAC
Welcome, Lois. You're even more impressive a specimen in person. Jimmy. You're much shorter than you look on television.

JIMMY
How do you know us?

(CONTINUED)

CONTINUED:

BRAINIAC
Please. The functional portion of my brain is twenty thousand times larger than yours. I have the genetic traits of five hundred geniuses. I learned your language in six minutes.

He circles Lois, close to her.

BRAINIAC
I know your hopes. Your fears. Jimmy, I even know your secret desires.

He glances at Lois. Jimmy looks flustered, Lois surprised. She takes out her pad and pencil.

LOIS
Who are you? Where did you come from, what do you want here?

BRAINIAC
So many questions. Can't you ever stop being a reporter and just be a woman?
(close to her ear)
You'd be less lonely.

This stings her. He reaches out and lightly brushes his fingertips over her forehead.

BRAINIAC
Your memories of the Kryptonian are very strong.

Brainiac sees her memories, and we see them too: a SERIES OF IMAGES, of Superman and Lois together on her balcony, him flying with her in his arms, all sorts of romantic encounters between them.

Brainiac breaks contact with her. Lois is breathing deep, fighting the sadness that is welling up inside of her.

BRAINIAC
I've not... experienced these feelings before. You two have been chosen, because of your attachments to Superman, to lead the search.

JIMMY
What search?

(CONTINUED)

CONTINUED:

Brainiac waves a hand; a small snake-like coil, like a living cable, rises from the floor and points at him. He faces it.

BRAINIAC
Attention, humans of Metropolis.

EXT. SKY OVER METROPOLIS - DAY

Brainiac appears in the air, a monstrous image, filling the open sky above the towering high-rises. But here is the thing: He looks like a normal, human version of himself, actually a good-looking guy; the exposed brain and sunken, red eyes are gone. He is hiding his true image.

BRAINIAC
I have traveled great distances.

A SERIES OF IMAGES: While he talks, Metropolites watch his image in every shiny surface; TV screens, toasters, mirrors, the freshly-waxed hood of a hot rod.

BRAINIAC
I wish you no harm, but I must have Superman's body.

EXT. BRAINIAC'S SHIP - DAY

The Mayor and Police Chief watch the holo image in the sky.

BRAINIAC
Bring me the corpse within the next forty-eight hours and I'll go away, peacefully. Fail, and I will destroy Metropolis.

INT. BRAINIAC'S GENETICS CHAMBER - DAY

Lois puts on fresh lipstick.

LOIS
Why do you want his body?

She receives no answer.

EXTREME CLOSEUP

She is snapping photos with a micro lipstick camera.

(CONTINUED)

CONTINUED:

LOIS
I've never seen equipment like this before... all these calculations. Could be research. But what kind?

BRAINIAC
Your minds are so limited to linear paths. Very well, a clue. Krypton is the last great race, and Superman is the last Kryptonian.

LOIS
So it's something specific? His blood? His skin?

She notices the strand of numbers swirling on a console.

LOIS
No... these ropes of numbers... DNA?

Brainiac looks at her, surprised and then annoyed.

BRAINIAC
The price of omnipotence is often boredom, and I am bored with this.

He gestures, and the red button rises from the floor on its column.

LOIS
You're wrong about Krypton being the last great race. There are still humans.

BRAINIAC
Humans have no traits of value.

LOIS
We have souls.

BRAINIAC
Everyone has a soul, Lois. Some races have several.

LOIS
We can love.

BRAINIAC
(after a moment)
Enough.

(MORE)

(CONTINUED)

CONTINUED:

BRAINIAC (CONT'D)
Bring me Superman or I will destroy you. Since you are capable only of literal thought, a demonstration.

He pushes his red button.

INT. BRAINIAC'S SHIP - LEAD-LINED ROOM - DAY

The ANNIHILATOR, a massive machine, begins to HUM...

EXT./INT. SKYSCRAPER - DAY

A concentrated beam from Brainiac's ship strikes a skyscraper. Inside, beams vibrate, plaster falls from the walls. Light fixtures shake, BULBS POP.

The SKYSCRAPER EXPLODES into rubble, the equivalent of the Empire State Building blowing apart. ON the streets, people scream and run from the falling debris.

EXT. BRAINIAC'S SHIP - DAY

The Mayor and the Police Chief take cover as debris falls. They look up at the figure of Brainiac in the sky.

BRAINIAC
Forty-eight hours.

He disappears. The Mayor and the Police Chief notice flashes of light from their wrists, and look at their watches.

INSERT - MAYOR'S WATCH

The face has been replaced with an LED readout, 48:00:00 and counting backwards, in seconds.

MONTAGE OF IMAGES

Every clock in Metropolis changes; wrist watches, dashboard clocks, kitchen clocks, clocks on banks, the clock tower at the center of town. They become literal ticking clocks, and they are down to 47:59:30.

CUT TO:

EXT. SUBURBAN METROPOLIS/INT. CAR - NIGHT

DR. TORVAL, a middle-aged scientist, pulls up to his house. A purple fist punches through the roof. Parasite tears the roof off and pulls Torval out.

PARASITE
Doc! Don't recognize me, do you?

TORVAL
N-n-n-no...

PARASITE
Rudy. You know, 'Rudy, empty this garbage. Rudy, scrub the floor in the lab. Rudy, kiss my Ph.D. behind.'

TORVAL
What's happened to you?

PARASITE
Beats me, that's your department. All I know is, I'm gonna put my hand on your head, you're gonna die, and I'm gonna suck up all your smarts. That's what happened with the others, I got their brains. I know what E=MC square means! Up to yesterday, I thought MC square was a rap singer.

TORVAL
Rudy... I can help you...!

PARASITE
Yes you can.

He grabs Torval's head and sucks his life force out. Parasite finishes absorbing the doctor, hops off of the car and spins around, holding his own head. He hears a voice.

HESTES (V.O.)
Parasite.

Parasite smacks his head, thinking he's hearing voices. Then he turns and sees Hestes standing behind him.

PARASITE
Whoa. You're not from around here, are you?

INT. JEWELRY MART - NIGHT

We hear an unearthly sound, a WAILING.

(CONTINUED)

CONTINUED:

Security guards and customers lie on the floor, covering their ears; blood trickles out from between their fingers.

A security guard reaches for his gun, and a white boot steps on his hand, BONES CRUNCHING. PAN UP to reveal:

SILVER BANSHEE, six feet tall, ghost white, with a face like a gorgeous skull and long white hair like a cape. Diamonds are woven into her hair, draped around her neck. This is the woman whose bone white hand we saw earlier, with the ruby ring. She has a deep Scottish brogue.

BANSHEE
Don't make me raise my voice again.

She wails again, and the display CASE SHATTERS under the onslaught of her voice. She scoops them up, loads them into bags, lets the diamonds trickle through her fingers.

BANSHEE
At last, Superman is dead. Soon I will have every diamond in Metropolis.

She begins to make a low, deep sound with her voice, directed at the vault. Cracks appear. She makes her sound louder, and the vault DOOR SHATTERS, the steel GIRDERS SNAP like twigs.

She steps over the rubble and into the vault, fills a canvas bag with diamonds.

BANSHEE
Diamonds are a ghoul's best friend.

As she emerges, she sees Hestes. She snarls at him.

HESTES
I bring an invitation.

CUT TO:

INT. DARK CORRIDOR - NIGHT

We are in a dream. Clark Kent walks along. He looks down, notices blood on his white dress shirt. He touches the blood, rubs it on his fingertips. As he watches, more blood spreads on his shirt.

(CONTINUED)

CONTINUED:

He looks around until he spots a mirror, removes his tie as he walks over to it. His shirt is all bloody now; he grabs the shirt, tears it open, revealing:

The Superman emblem, blood dripping from the curving "S." His GLASSES CRACK, the glass falls away.

INT. CADMUS'S SHIP - NIGHT

Superman wakes up sharply. He looks around, finds that he is wearing loose silk clothing he didn't have before. He makes sure he's alone, then picks up an iron crowbar from the floor. He tries to bend it. He struggles, intense, but the crowbar will not bend.

INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Cadmus tinkers with something on his workbench.

CADMUS
Come on, ya cheap piece of...

He whacks whatever he is working on several times with a mallet, loud CLANGS REVERBERATING through the ship. Superman enters behind him, the crowbar in his hand like a weapon. Cadmus senses him, looks up.

CADMUS
I'd like a cigar first if you're planning to bash my brains in.

SUPERMAN
I want some answers.

CADMUS
All right. I brought you here, to keep your body away from Brainiac. I didn't expect you to be in it.

SUPERMAN
Who is Brainiac?

CADMUS
He's the one who sent that overgrown steroid to kill you.

After a moment, Superman sets the crowbar down.

SUPERMAN
All right. Let me out of here so I can return the favor.

(CONTINUED)

CONTINUED:

CADMUS
We're underwater, kid. Under the North Pole. It can wait --

SUPERMAN
It can't wait! He nearly killed me, get this tub to the surface!

CADMUS
Correct me if I'm wrong, but aren't your powers gone?

Superman doesn't answer, but it is clear Cadmus has him.

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Cadmus and Superman step over piles of stuff, everywhere you go in this ship it is claustrophobic with junk. Also, the ship is an amalgamation of alien technologies; every room seems like it comes from a different ship.

CADMUS
Maybe the Kryptonite knocked your powers out of whack. We'll get 'em back. I'm gonna throw together some kind of training deal here.

Cadmus tries to add a piece to the thing he is building, but it doesn't fit. He digs through a junk pile.

CADMUS
That's the problem using all this different alien junk, none of it fits together.

He takes a sledge hammer and breaks holes in the floor.

SUPERMAN
Why did he want my body?

CADMUS
He's been all through the universe, finding the smartest races. He takes their D.N.A., then destroys them so no one.else can get ahold of it. He puts their D.N.A. into himself, get it? He's building himself. He wants to be the supreme grand yahoo of the whole shooting match. Help me look for one of them tubes, it's about yay long, this big around.

(CONTINUED)

CONTINUED:

Superman digs through the junk. Cadmus pieces together a gigantic contraption, like a jungle gym, moving around it, pounding and occasionally cursing under his breath.

CADMUS
All that alien D.N.A. is incompatible. He'll fall apart in a matter of hours if he doesn't stabilize. Ow! Son of a...

He angrily tosses his hammer across the room, then finds an alien-looking wrench, starts tightening fittings.

CADMUS
Your Krypton D.N.A. will act as a binder to hold him together, if he hurries.

SUPERMAN
You know a lot about him.

CADMUS
I been chasing him for a couple hundred years, kid. Hard years. Always a step behind, too damn late.
(a beat)
But I got here in time. There are no accidents, you're still alive for a reason, and it's him. You can knock him into the next millennium.
(snaps his fingers)
I know where it is.

INT. CADMUS'S SHIP - WAREHOUSE - NIGHT

A DOOR WHOOSHES open, revealing Superman and Cadmus in silhouette. This is the biggest room in the ship, and also the most loaded with junk. The room itself is strange, it looks like the inside of a lung. Each pile of junk has a silver orb in it.

SUPERMAN
What is all this?

CADMUS
Crap. Dusty artifacts from all the planets Brainiac has destroyed.
(MORE)

(CONTINUED)

CONTINUED:

CADMUS (CONT'D)
(sighs)
This is like a needle in a haystack, one of these days I gotta organize and tag all this stuff.

Superman rolls one of the silver orbs over with his fingertips.

CADMUS
Don't pick that up unless you want a ride. These orbs are Carillean technology. Like living history, they record everything that happens on a planet from the moment I arrive until Brainiac destroys it.

He points to a small pile.

CADMUS
That's my world, there. Didn't get much. No warning, it was the first planet he destroyed. His home world.

Cadmus pulls out a small metal tube, victory. Superman looks over some piles of junk in the back.

CADMUS
Ah! Got you, you little... hey! Don't go back there, kid.

PUSH IN ON Superman as he realizes what he's looking at.

SUPERMAN
These things are from Krypton.

He reaches for the silver orb on the Krypton pile.

CADMUS
Don't touch that!

Superman ignores him, picks it up and turns it over in his hand. He turns to face Cadmus and finds himself in:

INT. KRYPTON ICE CAVERN - DAY

The place shakes, ice crumbles from the walls. There is a green cast to everything. Superman stands on a ledge, dressed as he was on the ship, holding the silver orb.

(CONTINUED)

CONTINUED:

He hears a SCREAM and looks up as a Krypton man falls from a high ledge and disappears into the cavern below. Superman puts his hands up to protect himself from falling rocks, spots a tunnel, follows it out.

EXT. KRYPTON SURFACE - DAY

Superman comes out of the cave, holding the orb, and looks out over Krypton. There is a magnificent, gleaming city below him, green spires reaching to the sky. A gorgeous planet. Superman is overwhelmed.

One of Brainiac's invisible fighters SHOOTS LASERS overhead. Superman follows the BLASTS, and sees a window in the side of the hill nearby. Inside he sees figures moving about; he walks over and looks in.

Inside, among falling debris, his father Jor-El prepares a space capsule. His mother holds a baby; it is him.

INT. JOR-EL'S HOME - DAY

Superman enters and walks to the capsule, where his father and mother, LARA, stand together. She holds the baby.

LARA
Why Earth, Jor-el? They're primitive.

SUPERMAN
Mother? It's me, Kal-el.

But they can't see or hear him.

JOR-EL
His dense molecular structure will make him strong in their atmosphere.

LARA
He'll be a freak there. An outcast.

SUPERMAN
Father, look at me.

JOR-EL
He'll be invincible. Safe.

LARA
Isolated. Alone.

(CONTINUED)

CONTINUED:

JOR-EL
He'll be alive.

A BLAST hits outside, debris falls from the roof. Jor-el takes the baby from its mother and kisses him on the head; like the earth family he saw in their apartment.

Superman watches Jor-el set the child into the capsule. Lara cries against Jor-el's chest as the capsule closes.

EXT. JOR-EL'S HOME - DAY

The capsule shoots out, and zooms away into space.

HIGH SHOT - FROM ABOVE

Jor-el and Lara stand in the window and watch it go, in each other's arms, Superman behind them.

JOR-EL
Be safe, Kal-el.

The PLANET literally EXPLODES around Superman. He catches a last glimpse of Jor-el and Lara holding each other tight as they vaporize in the debris.

SUPERMAN
No!

He drops the silver orb...

INT. CADMUS'S SHIP - WAREHOUSE - NIGHT

The silver orb rolls across the floor to Cadmus's feet. He picks it up and looks at Superman, whose eyes are red. Neither of them say anything for a long time. Then:

SUPERMAN
If Brainiac destroyed Krypton, that means he took D.N.A. from us.

CADMUS
I told you, he's not exactly going around adopting puppies.

SUPERMAN
If he already had Kryptonian D.N.A., what does he need with me?

(CONTINUED)

CONTINUED:

CADMUS
Krypton was one of the first planets he looted, he hadn't perfected his techniques. My guess is something went wrong with the D.N.A. he harvested, so he needs yours.

SUPERMAN
I have to go after him.

CADMUS
Be my guest. In your condition I give you about eight seconds before he flattens you.

SUPERMAN
Then help me get my powers back.

CUT TO:

INT. BRAINIAC'S SHIP - OBSERVATION DECK - NIGHT

Parasite enters and sees Silver Banshee.

PARASITE
I seen you on the news. You're the chick, Silver bedsheets or something.

BANSHEE
My name is Silver Banshee.

PARASITE
Whatever. Call me Parasite.

BANSHEE
How refreshing. A man who admits he's a parasite.

They are about to tear into one another. Brainiac appears as if out of a mist, on a platform above.

BANSHEE
Where did you come from?

BRAINIAC
I have been in the room all along. My superior mental powers cloaked me from your inferior brains.

PARASITE
Nice to meet you too, pal.

(CONTINUED)

CONTINUED:

BRAINIAC
I have given these humans forty-eight hours to find the body of Superman or to be destroyed, yet many of them refuse to search. I do not understand this.

BANSHEE
Don't ask me why, but these people loved this... Superman.

PARASITE
Brunhilda's not kidding, this cat was bigger than Elvis. They won't help you find the body.

BRAINIAC
They would rather die. Interesting species.

BANSHEE
Not everyone's so noble. I could round up a few volunteers.

BRAINIAC
Good. Do it now. Take over Metropolis, become my... Board of Directors of Crime. When I leave, you will rule.

PARASITE
Sez you.

BANSHEE
With Superman dead we can do as we please. Why should we work for you?

Brainiac gestures, and the floor opens up under Parasite and Silver Banshee; they drop.

INT. BOTTOMLESS PIT

Parasite and Banshee free fall. They try and grab hold but the walls are slick. As they tumble, they see the bottom of the pit rushing up at them; it is inhabited by several unimaginable, evil-looking CREATURES, something between a tarantula and a scorpion, SNAPPING hungrily.

Parasite and Silver Banshee frantically try to stop their fall, but the BEASTS rush up at them, SNAPPING, reaching...

INT. BRAINIAC'S SHIP - OBSERVATION DECK - NIGHT

Parasite and Silver Banshee open their eyes; they are still aboard Brainiac's ship on their knees, it was all in their minds. Brainiac hovers over them, imposing.

BRAINIAC
Any more questions?

INT. BRAINIAC'S SHIP - CORRIDOR - NIGHT

Hestes leads Parasite and Silver Banshee to the exit.

PARASITE
If it's so important to find this body, why doesn't he go look for it himself?

HESTES
He can't leave the ship. He says the atmosphere speeds his decay.
(lowers his voice)
He doesn't like to be seen. When he has Superman's D.N.A. he'll be physically perfect, then he will walk among you.

BANSHEE
Typical male. Just an ego with feet.

INT. MAYOR'S OFFICE - NIGHT

The Mayor and two of his AIDES work late, looking out the picture window at the mess that is Metropolis below; fires and riots, looting, etc., all in the very distant b.g.

The doors blow open and Parasite enters, the Mayor's gorgeous ASSISTANT trailing behind him.

ASSISTANT
You don't have an appointment --

PARASITE
Don't need one, babycakes.

MAYOR
What's the meaning of this?

PARASITE
Not doin' too swift a job there, Mr. Mayor, this town's going to hell. Hey, I know what. I'll be mayor.

(CONTINUED)

CONTINUED:

MAYOR
You're insane.

His aides make a move toward Parasite, who grabs them each by the top of the head, forces them to their knees and sucks their life forces out. He lets their husks fall, and turns to the pretty assistant, energy dancing off of his fingertips.

PARASITE
You can be...
(to the Mayor)
No, you...
(to the assistant)
No, you can be my deputy mayor.

He picks up the Mayor's nameplate, tosses it. He goes to the wall and writes with the energy dancing off his fingertip, literally burning the letters into the wall.

ANGLE FROM OUTSIDE PICTURE WINDOW

PULLING BACK to reveal what he has written, in ANGULAR SCRAWL:

HIZZONER MAYOR PARASITE

CAMERA PULLS AWAY, over the burning city, while Parasite stands in the window, the Mayor at his feet...

INT. POLICE STATION - NIGHT

The Chief of Police comes down the stairs surrounded by uniformed officers and finds officers on their knees, Silver Banshee standing above them.

CHIEF
Why are my men on their knees?

BANSHEE
What better place for male swine?

CHIEF
Who are you?

BANSHEE
I am the Chief of Police.

The cops OPEN FIRE on Banshee, but she begins to wail. They drop their guns, cover their ears, fall, passing out.

(CONTINUED)

CONTINUED:

When they are down she goes to the Chief, takes his Chief hat and sets it on her silver mane. She pins a gigantic diamond, roughly in the shape of a badge, on her chest.

INT. POLICE STATION - JAIL - NIGHT

Silver Banshee stands at the end of the corridor and wails. Cell locks burst, and criminals swarm out.

BANSHEE
Help to locate Superman's corpse, and win your freedom!

EXT. METROPOLIS - VARIOUS SHOTS - NIGHT

The criminals search warehouses, hospitals, alleys; some dig up graveyards; all in the search for Superman's body. A man checks his watch. It reads: 30:14:00.

CUT TO:

INT. CADMUS'S SHIP - SHORT MONTAGE - NIGHT

Of Cadmus training Superman; jogging in the corridor, doing sit-ups while Cadmus yells at him to push harder, one-armed pull-ups on an exposed pipe, stacking huge piles of scrap iron.

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Cadmus works the controls, chewing a fat cigar, as Superman dodges an array of crudely jerryriggged obstacles; LASER FIRES, big blades thrust out at him. While Superman is very swift and strong, he isn't doing anything that an extremely fit human couldn't do.

CADMUS
You think too much! Use instinct! You got instincts, don't you?

Superman dodges a thrusting iron rod, spins around. Cadmus works the controls, biting his tongue; it is like Superman is in a videogame and he is the player... the closer he gets to whacking him, the more carried away he gets.

A swinging rod smacks Superman in the back of the head. Cadmus shouts triumphantly, then catches himself and shuts off the apparatus. Superman rubs his head, frustrated, as Cadmus comes down and resets the obstacles.

(CONTINUED)

CONTINUED:

SUPERMAN
It's frustrating, like when you can't remember something important.

CADMUS
Maybe you oughta use your Phin-yar.

SUPERMAN
What's that?

CADMUS
Nothing, just a joke.

SUPERMAN
I want to know.

CADMUS
Kid, it's a legend. A story. This thing's reset, let's work.

He sees that Superman won't give up, sighs.

CADMUS
Some mumbo-jumbo I heard about Krypton warriors, it's supposed to be an ancient way of seeing. Phin-yar says that a warrior's strength comes from three sources; his physical power, his connection between his heart and mind, and his ability to look within his enemy to find his weakness.
(a beat)
Try to get by me, to the steps. Go on, I won't hurt you much.

Superman goes to step around Cadmus. With minimum effort Cadmus deflects him, and Superman finds himself turned around. He tries the other side. This time he pushes, Cadmus barely reacts; Superman winds up on the floor.

SUPERMAN
This is Phin-yar.

CADMUS
No, I ain't a Kryptonian. I'm using your strength against you. Phin-yar is the same, but it ain't physical, it's spiritual. Like seeing energy.

Superman tries to force his way past.

(CONTINUED)

CONTINUED:

Cadmus flips and throws him, hardly moving a muscle, and Superman tumbles into a pile of equipment. Cadmus grins like a Cheshire cat.

CADMUS
Got my blood going. Time was I could kick some serious...

SUPERMAN
So Phin-yar is a deeper function of my X-ray vision.

CADMUS
That's the thing. By entering an almost meditative state, Krypton warriors could see the movement and flow of their opponent's energy.
(a beat)
Told you it sounded like crap.

INT. CADMUS'S SHIP - CORRIDOR - NIGHT

We MOVE JUST AHEAD of Superman, watching him run and shadow box. He turns corner after corner, using the piles of junk as hurdles, leaping over them. He is in pretty amazing shape, even for a Superman.

INT. GALLEY - NIGHT

Superman comes in, sweaty, and finds Cadmus smoking a cigar.

SUPERMAN
Those things aren't good for you.

CADMUS
I'm six hundred and forty years old, what the hell do I care?

SUPERMAN
Get up, we've got work to do.

CADMUS
Relax, eat some rice.

SUPERMAN
How can you sit here, smoking? The man who destroyed your world is out there!

(CONTINUED)

CONTINUED:

CADMUS
A word of advice. Don't make this all about vengeance.

SUPERMAN
It works for you.

CADMUS
Sure, I want him dead, maybe more than you do. The rage is okay, but you got to have the strength and the will to go with it. You go running after him all hopped up and seeing red, he'll rip your lungs out.

SUPERMAN
You don't know me.

CADMUS
Come on. You been in Metropolis your whole life and you've known me two hours, you tell me. Who have you got more in common with?

SUPERMAN
(a beat)
We're two men without a world.

CADMUS
Only difference is, you've found a new one.

SUPERMAN
Don't fool yourself, I don't fit in here.

CADMUS
(puffs his cigar)
I been all around the universe, kid, seen a lot of different worlds, but I've never seen one with so many different kinds of people sharing such a small planet.
(a beat)
Stop focusing on what makes you different, and start thinking about what makes you the same.

SUPERMAN
I don't know what that is.

CADMUS
You did once.

(CONTINUED)

CONTINUED:

SUPERMAN
(a beat)
I want Brainiac, Cadmus.

CADMUS
We'll get him, kid, but do it right. Your powers will come when you find your heart again, and your heart will come when you remember why you belong here.
(a beat)
Eat some rice.

SUPERMAN
Suppose my powers don't come back.

CADMUS
Come on, I want to show you something.

INT. WORK ROOM - NIGHT

Cadmus hits a switch. A panel opens in the wall to reveal:

BLACK SUPER SUIT

Pieced together with high tech gizmos from a lot of different kinds of science; like everything else on Cadmus's ship, it is a bizarre patchwork.

BACK TO SCENE

CADMUS
I've seen screwing around with this. When it's done, it should do everything you used to do, except fly. It's got hydraulics in the arms, goggles for X-ray vision. The accelerators on the boots will give you super speed, and the blasters here provide super breath. Also, there's a micro force field to make you bullet proof. At least, that's the idea, can't promise anything.

SUPERMAN
Help me put it on, I'll try it.

(CONTINUED)

CONTINUED:

CADMUS
The hell you will. I'm only building this in case your training doesn't work out.

SUPERMAN
If the suit works I won't need training. He's out there now --

CADMUS
He'll be out there tomorrow. We got some time, we'll get you in shape.

After a beat, Superman nods, you win.

INT. TRAINING ROOM - NIGHT

Cadmus works the controls as Superman works out, hard, dodging the obstacles. He gets knocked down, and Cadmus turns off the equipment.

SUPERMAN
I used to be able to do this stuff without breaking a sweat.

CADMUS
There are no accidents. Don't be so impatient to get your powers back, powers are external. True power lies within.

SUPERMAN
I'm beat. Let's call it a night.

INT. CADMUS'S SHIP - NIGHT

Damus lies on his back on his bunk, fast asleep. His snores rumble like a grizzly bear. Superman appears in the doorway, back lit, in silhouette. He makes sure Cadmus is asleep, then slips away.

INT. WORK ROOM - SERIES OF CUTS - NIGHT

As Superman dons the suit. Then we see a full shot of him in his new outfit:

Aside from all the makeshift gizmos, there is a silver "S" on the chest and a long black cape lined with red on the inside. He is an impressive sight.

EXT. METROPOLIS RESERVOIR - NIGHT

PANNING PAST the sign:

METROPOLIS MUNICIPAL RESERVOIR

The water bubbles, and the top of Cadmus's ship breaks the surface. A hatch opens, and Superman pops up. He looks around, gets his bearings. Sarcastic:

SUPERMAN
The North Pole.

CUT TO:

INT. ORPHANAGE - NIGHT

We START ON a clock on the mantel, which reads 24:23:19, and PAN to reveal:

A small boy, ZACK, looking out the window at the sky. He watches a shooting star zoom by overhead. An orphanage worker, CAROLINE, scoops him up and joins the other children and workers being herded out by Silver Banshee.

ZACK
I saw an angel.

CAROLINE
Oh, sweetheart. There's no such thing as angels.

They exit in the herd.

EXT. ORPHANAGE - NIGHT

Parasite, Silver Banshee and her captive Metropolis cops herd the children and orphanage workers into a van.

PARASITE
Climb on in, kiddies, there's candy and toys at the end of this. That, or back breaking, excruciating slave labor, I can't remember which.

ZACK
Why are you purple?

PARASITE
God's punishing me.

ZACK
How come?

(CONTINUED)

CONTINUED:

PARASITE
Because when I was a kid, I wouldn't do what grownups told me!

Zack practically leaps into the van. Silver Banshee climbs the van and kneels on the roof, blows her police whistle.

BANSHEE
All right, you wee nasty haggis, let's move this bucket of bolts.

PARASITE
Never wanted to be a whistle so bad.

Parasite kickstarts a Harley and follows the van.

EXT. METROPOLITAN BRIDGE - UNDERNEATH - NIGHT

The children are given digging tools and put to work by the police. Parasite and Silver Banshee supervise from the bridge above.

PARASITE
So, Banshee, baby, where you from?

BANSHEE
Scotland.

PARASITE
No kiddin'? Jersey, myself. How'd you get like this?

BANSHEE
This ring is cursed. I was a singer, had myself a beautiful voice. I fell in love, but me man was taken by a sorceress. She gave me this ring, which I can never remove. Now me voice is only a weapon of destruction.

PARASITE
That's gotta suck.

EXT. METROPOLIS - NIGHT

The new Superman moves along the streets, looking for trouble. He cocks his head.

EXTREME CLOSEUP - DEVICE ON HIS HEAR

Rotates; he hears CHILDREN CRYING.

BACK TO SCENE

He turns and looks.

SUPERMAN'S POV

The visor zooms down several city blocks, focuses on the children forced to labor at the bridge.

EXT. METROPOLITAN BRIDGE - NIGHT

Parasite and Silver Banshee, still on top of the bridge.

PARASITE
So, you seeing anybody?

BANSHEE
You're such a man. Talk, talk, and more talk. If it's me you're wanting, don't tell me. Show me.

UNDERNEATH BRIDGE

The new Superman swiftly climbs the metal grating. He looks at the laboring orphans and plows into the Metro cops, tossing them aside like bowling pins. He is careful not to fatally hurt them, since they are not responsible for their actions.

One of them grabs up a MACHINE GUN and FIRES at him; the BULLETS RICOCHET off of him.

UP ABOVE

PARASITE
Who is that cat?

BANSHEE
Let's find out.

They jump down under the bridge. Banshee executes a perfect ten-point landing, but Parasite tumbles and rolls to his feet. They look around, but Superman is gone.

PARASITE
Must've seen me com--

(CONTINUED)

CONTINUED:

Superman swings down from the beams above and kicks Parasite in the back of the head, knocks him off his feet.

Superman turns to Silver Banshee. She picks up Parasite's Harley, raises it over her head and throws it at Superman.

PARASITE
Not the Harley!

Superman catches it, uses the hydraulics on his arms and breaks it in half, tosses the pieces aside.

PARASITE
I'm gonna need more strength.

He grabs a little girl, but Superman kicks his hand away from her head. He punches Parasite, rocks him. Silver Banshee closes in; SUPERMAN BLOWS, knocking her back a few yards. The BREATH DIES, he smacks the device, and the BREATH KICKS IN again. It knocks her against the wall, but the retort almost knocks Superman off of his own feet.

PARASITE
Who is this cat?

INT. HELICOPTER - NIGHT

Lois and Jimmy ride in the back of a WGBS News chopper.

LOIS
Look for places we haven't thought of where the body could be hidden.

PILOT
Mr. Olsen? There's something going on at the bridge.

JIMMY
Take us in.

EXT. OVER METROPOLIS RIVER - NIGHT

The chopper swoops around and heads for the action.

EXT. METROPOLITAN BRIDGE - NIGHT

Silver Banshee starts to wail at Superman. He hits a small button on his belt.

EXTREME CLOSEUP - TINY EARPLUGS

rotate and slip into his ears.

PARASITE AND BANSHEE

look up at the sound of the CHOPPER.

JIMMY AND LOIS

are at the open door of the chopper, hovering near them.

INT. HELICOPTER - NIGHT

Lois picks up the TV camera.

JIMMY
I'll show you how to use it, it's complicated.

LOIS
Got it.

She starts shooting the scene below.

EXT. METROPOLITAN BRIDGE - NIGHT

Superman faces Parasite and Silver Banshee. He goes to pick up one half of the Harley, but his hydraulics fail. He tinkers with the devices, but they aren't responding.

Parasite and Silver Banshee pick up the van and lob it at Superman. He holds up his arms to catch it, but it lands on him, CRUNCH. There is a pause, they glance at each other. Parasite goes forward to check it out.

The rear door of the van pops open and Superman punches Parasite, knocks him head-over-heels off the bridge. His suit is torn across his chest.

UNDER BRIDGE

Parasite grabs a pipe and hangs there, watches Lois and Jimmy shoot his picture from the chopper.

SUPERMAN
(to Caroline)
Take the children.

Caroline gathers the kids. Superman turns on Silver Banshee. She wails at him again, to no avail. He advances.

(CONTINUED)

CONTINUED:

The chopper rises up beside the bridge and Superman sees Lois. He stops in his tracks for a moment.

LOIS'S POV - THROUGH TV CAMERA

The new Superman is there, but he is in shadow, hard to see.

BACK TO SCENE

LOIS
Who is he?

Parasite climbs up from under the bridge and sees the children fleeing. He grabs a teacher, slams him against the wall, holds his head and sucks his life force.

Silver Banshee throws what's left of the Harley.

JIMMY
Look out!

The Harley hits the blades of the chopper. The blades break, and the chopper starts to fall...

Superman goes to jump, but remembers he can't fly. He watches helplessly as the Pilot manages to steer the chopper into the soft dirt, where it lands with a thud.

Superman scrambles across the bridge, looks down.

Lois climbs out and he watches her; it is a long moment, almost in slow motion, she is so beautiful to him. It is like his heart stops. She looks up, and for a fleeting moment they make eye contact. He is wearing his visor, so she doesn't get a good look at him, but his heart melts.

He climbs off through the inner workings of the bridge.

EXT. METROPOLITAN BRIDGE - UP ABOVE - NIGHT

The children and teachers run across the bridge.

UNDERNEATH

Parasite and Silver Banshee are arguing.

(CONTINUED)

CONTINUED:

PARASITE
Whoever he is, he's tough. I say we regroup until we know more about him!

BANSHEE
Silver Banshee does not run away.

PARASITE
Don't think of it as running away. Think of it as --

Superman tears up through the bottom of the bridge and stands facing them; his hydraulics are obviously working again. He is very imposing in his black suit.

PARASITE
Think of it as running away.

He moves in on them, relentless, like a terminator. Silver Banshee gets an idea, starts her high-pitched wailing.

HIGH OVERHEAD

The suspension CABLES on the bridge start to SNAP.

BRIDGE

lurches, the children scream.

CAROLINE
Keep moving, everyone! Hold your buddy's hand!

Silver Banshee wails, the CABLES SNAP. Superman realizes what she is doing, and swiftly climbs the structure. He reaches the top of the bridge exactly as...

The entire bridge breaks loose and starts to fall. Superman catches the two main cables. He stands on top of the bridge, straining, literally holding the massive bridge up.

PARASITE
Nice pipes.

She gracefully swan-dives off the bridge; he cannonballs.

EXT. RIVER - NIGHT

Parasite and Silver Banshee hit the water and start to swim downstream. He does a frog stroke, spits some water.

PARASITE
I won't tell the big cortex about this if you don't.

PAN UP TO Lois and Jimmy ON the shore. Jimmy is working the camera now, Lois is watching Superman.

EXT. METROPOLITAN BRIDGE - NIGHT

Superman strains, pulling the cables that hold up the bridge. The children are mostly ashore, just a few stragglers hurrying along. He slips a little, the bridge lurches. The kids scream, the teachers urge them on.

Superman ties the cables off as the last children make it ashore. Caroline holds Zack in her arms.

CAROLINE
I was wrong. Maybe there are angels.

Superman hangs off the side of the bridge, scanning the surface of the river.

SUPERMAN'S POV

New style X-ray vision: He can see everything underwater; swimming fish, old tires, garbage, a skeleton with its feet in a concrete block, but no sign of Parasite or Silver Banshee.

CUT TO:

INT. LOIS'S APARTMENT - NIGHT

Lois sleeps with her head on the desk. The television runs fuzzy snow, forgotten. Her clock reads: 18:17:00.

She hears GENTLE RAPPING at her window, sits up; can it be? She runs out.

EXT. LOIS'S TERRACE - NIGHT

The GENTLE RAPPING CONTINUES as Lois slides the door open and finds:

A BIRD TAPPING on her bird feeder. Her heart falls. Her DOORBELL RINGS; she goes back inside.

INT. LOIS'S APARTMENT - NIGHT

There is little light other than the glow of the television playing back the footage of Superman at the bridge. Lois and Jimmy watch it, but is grainy, shot at night without lights, and they can't get a good look at him. Jimmy freeze-frames an image of the mystery man holding the bridge up.

JIMMY
If I didn't know better, I'd swear that was Superman.

LOIS
Superman is dead.

There is a long, awkward pause, and Jimmy pops the tape out of the machine.

LOIS
I wish they'd find Clark.

JIMMY
They're not going to.

LOIS
He's out there somewhere.

JIMMY
No, he's not. You need to face it.

LOIS
Don't tell me how to feel! Everyone is always telling me what I need, I... I know how to take care...

Lois waves a hand, trying not to be emotional.

LOIS
I thought of a few places the body could be. Research facilities, a couple of strange cults with grudges against Superman.

JIMMY
Have you even let yourself cry yet?

LOIS
Don't. I'm glad I have all this to keep me busy.

(CONTINUED)

CONTINUED:

JIMMY
That's the nature of our job, isn't it? There's always something bigger than ourselves to distract us. But you'll have to face it sometime.

She pours another drink and sits across from it.

LOIS
I can't believe Clark is missing. In a way, Superman was more of a fantasy to me than a real man. He was this perfect dream lover... like a movie star. But Clark. Clark was so... human. He was always there for me. I can't believe anything could happen to Clark.
(a beat)
It's funny. I used to think if I could mix the two of them, they'd make the perfect man.
(a beat)
And now they're both gone.

INT. LOIS'S APARTMENT - NIGHT

Lois sees Jimmy out the front door. He kisses her on the forehead, and once he's out, she locks the door; there are five heavy-duty locks, and she latches every one of them.

She goes to her STEREO and puts on some THRASHING ALTERNATIVE MUSIC, like Green Day or Alanis Morissette. She TURNS IT UP LOUD, THEN LOUDER. She CRANKS IT as LOUD AS IT WILL GO, RATTLING her WINDOWS.

INT. LOIS'S BATHROOM - NIGHT

With the MUSIC BLASTING from the other room, Lois turns the shower on hot, steam rising. She sheds her robe and climbs in.

Then, under the water, protected by locked doors and LOUD MUSIC, she finally cries. She cries hard, until she winds up sitting down under the POUNDING SHOWER, clutching her knees.

CUT TO:

EXT. METROPOLIS RESERVOIR - ESTABLISHING SHOT - NIGHT

The surface of Cadmus's ship can just be seen under the water.

INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Superman takes the pieces of the suit off in the dark, trying to rearrange them as they were. The lights come on and he turns to face Cadmus, who is in the doorway.

CADMUS
I hope you had a good time. No, really, because if you got killed out there tonight, there would have been no one left to stop Brainiac from blowing up Metropolis.

SUPERMAN
Sorry.

CADMUS
No! This is my last chance, if I don't stop him here, it's over for me. We got twenty-four hours left, I'm not gonna let you screw it up by running off before you're ready.

SUPERMAN
I'm sorry. Really.

They stare at each other for a few moments, then Cadmus softens and starts looking over pieces of the suit.

CADMUS
You get hurt?

SUPERMAN
My pride's a little bruised.

CADMUS
That's good for you. Now that you got that out of your system, can we get back to work? Wish I was young enough to wear this thing.

SUPERMAN
I saw Lois.

CADMUS
So what, she's a dame. I've had broads in twenty solar systems, it can wait a day and a half.

(CONTINUED)

CONTINUED:

SUPERMAN
It's not like that. I love this woman.

CADMUS
Well. You're not counting on the suit to do that for you, are you?

SUPERMAN
I have to go to her.

CADMUS
Dressed like that?

Clark doesn't answer. Half changed out of his suit, he slips on Clark's glasses, looks Cadmus in eye.

He exits. Cadmus stands there with an armful of pieces of the suit, looks to the heavens.

CADMUS
This kid better be a hero, 'cuz he's gonna drive me out of my freakin' mind.

CUT TO:

EXT. DOWNTOWN METROPOLIS - NIGHT

Clark Kent, his glasses in place, wanders through the mean streets, the slums of Metropolis. In a short, dark MONTAGE, he sees Metropolis as he's never seen it before:

A) HOMELESS PEOPLE

warming over a fire in a trash can...

B) TWO MEN

selling illegal substances in a dark doorway...

C) HOOKERS

who come on to him...

D) OLD HOMELESS LADY

with a walker, sleeping on a park bench...

E) POOR CHILD

sitting on a stoop, as his mother digs through a trash can for dinner. Clark makes eye contact with the kid as he passes.

INT. DAILY PLANET - NIGHT

This place is no longer a newspaper; it is search HQ. Huge maps hang on the walls, flag pins showing areas searched. Reporters organize teams, send search parties out. Nobody has slept. The clock on the wall reads: 14:22:50.

INT. PERRY WHITE'S OFFICE - NIGHT

Perry scribbles as Lois enters, passing another reporter on his way out. Perry checks his watch.

PERRY
Fourteen hours. What have you got?

LOIS
We've covered everything from here to the river. There isn't a front stoop or woodpile we haven't looked under. We're spreading west now.
(a beat)
Chief, I got a tip. General Shuster is going to send in a crack Army insertion team to try and find a way through the force field, just a few ace guys.

PERRY
Stay out of the way, let them do their job.

LOIS
If they find a way in it could be the end of this, we've got to be there.

PERRY
Then take Olsen with you.

LOIS
I don't need a baby-sitter.

PERRY
I don't want you going alone. It's too danger...

He trails off, staring at something outside the glass. She turns and sees...

CLARK KENT

being welcomed back by the rest of the newsroom.

INT. DAILY PLANET - NIGHT

Lois runs to Clark, embraces him.

LOIS
Clark! I thought you were dead!

She kisses him on the cheek; Clark tilts her face up and kisses her full on the lips. She gives herself over to it. It is a long kiss, and forceful for Clark; something has changed in his personality. Lois is flustered, embarrassed.

LOIS
Clark...

CLARK
It's good to be alive.

LOIS
(after a beat)
Strange thing. When you disappeared my anonymous roses stopped coming.

CLARK
You think that's a coincidence?

She looks in his eyes, positively beaming.

LOIS
Are you sure you're Clark Kent?

CUT TO:

INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Cadmus sits working on the suit. He stuffs crackers in his mouth and grumbles, spraying some crumbs.

CADMUS
Tell me how it's gonna be. Lousy punk. I was saving planets when you were dangling off your mammy's teat.

He glances out of the corner of his eye and sees the X-ray visor. He looks at it a moment, gets a sly idea, then starts to tinker with the visor.

CUT TO:

EXT. DAILY PLANET - NIGHT

Clark is on the balcony underneath the broken globe, looking out at Metropolis, and all the fires here and there, the wildness in the streets. Then his eyes settle on the clock tower, which shows just over fourteen hours.

Suddenly, without warning, the BUILDING across the way EXPLODES. Clark ducks as rubble flies through the air. Lois comes out behind him.

LOIS
He says he'll destroy one every hour until we turn over the body.

CLARK
There were people in that building.

Clark heads inside. Lois touches his arm, he turns back.

LOIS
Clark? Got a minute? I want... I need to talk to you.

CLARK
What is it, Lois?

She takes his hand in hers and takes a deep breath, she seems to be working up her courage. She makes very little eye contact through the following.

LOIS
Okay, the thing is this. Since Superman died I've done a lot of thinking. It's weird, we're friends, you and me, and somehow you think you can't be in love with a friend, which is ridiculous, I mean, that would be the ideal, you'd think. But the bottom line is, when I thought you and Superman were both dead, you were the one I really missed.

After a beat, he cups her under the chin and turns her face up to meet her eyes.

CLARK
Lois. What are you trying to say?

LOIS
What do you think?

They look at each other a moment longer, then kisses her, a deep, long kiss. They are still in the middle of it when Jimmy sticks his head out.

(CONTINUED)

CONTINUED:

JIMMY
Excuse me, Lois. It's time.

INT. DAILY PLANET - NIGHT

Clark follows Lois in, still trying to absorb what just happened. Jimmy and a few other reporters are waiting.

LOIS
All right, the General will give us a hard time tagging alone, but he owes me.

CLARK
What's going on?

LOIS
An army team is going to try and infiltrate the ship. We're going along for the story.

CLARK
You can't be serious.

LOIS
Clark. Are you with us or not?

He looks them over, then meets Lois's eyes. It is obvious he is not going.

LOIS
(disappointed)
I guess you really are Clark Kent.

They all head out. As soon as they are gone, Clark runs out the other direction.

CUT TO:

EXT. METRO CENTRE PARK - NIGHT

Lois and Jimmy and five army specialists, heavily armed, run across the street, between two building at the edge of the park, approaching the massive space ship. They slip down into a manhole.

CUT TO:

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Superman suits up as quickly as he can. Cadmus helps him.

(CONTINUED)

CONTINUED:

SUPERMAN
Lois will be dead before I get there! I need some way to fly.

CADMUS
Ah jeez, kid, you're killing me.

INT. WAREHOUSE - NIGHT

Cadmus pushes numbers on a pad. A heavy steel vault slides open, reveals a black, triangular, wing-like contraption.

CADMUS
This is my prize possession. Salvaged from Grokkus Twelve.

SUPERMAN
What is it?

Superman steps up to it. There are no straps, nothing, it just looks like a smooth piece of black metal.

CADMUS
It's a wing. It flies.
(a beat)
Modified it myself. Double overhead fins, she corners like you wouldn't believe. Never had it out, it's brand new, not a scratch on it. Like to keep it that way.

Superman turns his back on the wing. Suddenly it envelopes his arms, like organic straps. A black half-helmet rotates down out of the smooth surface, covers his face.

SUPERMAN'S POV

A strange, space-aged LED read out, with graphs and charts, and a targeting spiral.

CADMUS
It's telepathic. You just think, and it does what you want it to do.

SUPERMAN
You mean, I think about flying --

He takes off. Cadmus hits the button on the wall, and the ceiling opens up in the nick of time.

EXT. METROPOLIS RESERVOIR - NIGHT

Superman streaks up out of the reservoir, in the triangular black wing.

CUT TO:

INT. BRAINIAC'S SHIP - BRIDGE - NIGHT

Hestes watches Lois, Jimmy and the Army Team move through the sewers on a hologram. He shuts the image off as Brainiac melts out of the shadows behind him.

BRAINIAC
What is it?

HESTES
Several armed humans approaching.

BRAINIAC
Send Parasite to kill them. Don't these people ever give up?

INT. SEWER - NIGHT

Lois, Jimmy and the army guys move along, through shin deep water.

CAPTAIN
Another hundred yards, we'll be under the ship --

A LASER BLAST blows the street open above them. Parasite looks through the hole, upside down.

PARASITE
Hello, kids.

The army guys OPEN FIRE on him. He stands there grinning, BULLETS BOUNCING off of his chest.

Then he drops through the hole and grabs one of the army guys, sucks his life force.

CAPTAIN
Go, go!

The ragtag band takes off through the sewer. After a few yards, another LASER BLAST blows a hole in the street ahead of them again. Two of the army guys are buried in the rubble. The reporters and the two remaining army guys run through the twisting, turning sewers.

Parasite drops down through the hole and goes after them.

(CONTINUED)

CONTINUED:

JIMMY
Here!

He is at a chute that goes deeper underground. They are about to jump when Parasite grabs the last guy in their group and slams him against the wall. He looks at Jimmy.

PARASITE
You know, you and me are a lot alike.

JIMMY
How do you figure that?

PARASITE
I'm a low life, energy sucking parasite, and you're in the media.

He latches on to the guy and sucks his life force out. He staggers back as the husk drops, lost in his mind.

PARASITE
Momma? I gotta re-enlist, I'm army through and through. Jason, poppa said to bring in the mail. Woo! Back to earth, buddy, back to earth.

The Army Captain, who is the last one left except for Lois and Jimmy, pulls a huge GUN and OPENS FIRE on Parasite. Parasite turns, all aglow with the energy he just sucked, walks straight forward through the BARRAGE of BULLETS and slams the guy. He breaks his huge gun in half.

Lois and Jimmy dive into the chute.

INT. CHUTE - SEWER - NIGHT

Lois and Jimmy fly by. Parasite looks down the chute, sniffs.

PARASITE
Yikes. The things I do for villainy.

He jumps into the chute, slides after them.

EXT. SKY OVER METROPOLIS - NIGHT

The new Superman flies along in his black wing, scanning the streets below.

SUPERMAN'S POV

Through the ever-evolving, space-aged LED, he spots the laser blast holes in the street below. The LED focuses on them.

The wing does a loop and heads in that direction.

NEW SUPERMAN'S POV

New X-ray vision: He scans the sewers until Lois and Jimmy slide through his vision. He goes back, looks for them. The image flickers; the X-ray visor is going out.

He smacks the visor, the vision comes back.

NEW SUPERMAN'S POV

New X-ray vision: He finds the reporters, and Parasite closing in on them! The vision goes BLACK.

BACK TO SCENE

Superman zooms toward an open manhole. He looks at the wing, and at the hole. It is obvious he will never fit.

At the last instant he breaks away; the big portion of the wing shoots up into the sky, and he shoots through the manhole in a smaller, interior piece, almost like a solid triangular cape. It takes him completely by surprise.

INT. SEWER - NIGHT

Superman roars through the manhole and starts to fly through the tunnels, looking for them.

SUPERMAN'S POV

Tunnels fly by at incredible speed, seen through his LED, like a video game.

INTERCUT WITH:

SHOTS OF LOIS AND JIMMY

Running, and Parasite closing in, giggling, high stepping in the cold water.

Superman hears Lois yelling, comes to a stop.

(CONTINUED)

CONTINUED:

The interior wing folds up behind him of its own volition, becoming unobtrusive. He tries to spot her through the wall.

SUPERMAN'S POV

Nothing but wall; his X-ray visor is dead.

BACK TO SCENE

He hears her yell again, and raises his visor, frustrated. He stares at the wall with his own eyes; nothing. He closes his eyes and rolls his head around, relaxes, looks at the wall...

SUPERMAN'S POV

His X-ray vision is coming back, albeit very weakly. Then, suddenly, with a CRASH: He sees through the wall, then the next wall, then all the other walls, through the earth, the core of the earth, out to space.

He reels back, closes his eyes. He gets his equilibrium and tries again.

NEW SUPERMAN'S POV

X-ray vision: He sees a hazy image of Lois using her knife to pry a grate loose. She and Jimmy climb through. Superman shifts his eyes, sees Parasite closing in on them...

INT. BASEMENT - RAVE

Lois and Jimmy climb through the grate into an underground nightclub; dozens of young people dance, like they stumbled into MTV's "Grind" inhabited by sexy Zombies.

LOIS
Blend in, we'll be okay.

They head down the scaffolding to the floor, melt into the crowd. Of course, they look completely out of place.

Parasite sticks his head through the grate and looks around at the wild crowd.

PARASITE
Woo! Smorgasbord.

(CONTINUED)

CONTINUED:

He climbs through the hole.

DOWN BELOW

Lois and Jimmy are in a flood of undulating bodies, making a beeline for the door.

Parasite grabs a dancing girl and grinds with her. Right in the middle of the crowd he grabs the back of her head and kisses her, sucks her life force out as they dance, then drops her carcass and continues on his way. None of the other dancers even notice.

LOIS
We're gonna make it.

The door flies open and Silver Banshee enters; Lois and Jimmy are cut off. Silver Banshee makes a police whistle sound and the MUSIC CUTS OFF. All eyes turn to her.

PARASITE
Banshee baby. What's a sleazy girl like you doing in a nice joint like this?

BANSHEE
There are agitators in this room. Turn them over to us, or die.
(sniffs; disgusted)
Man sweat.

She gestures and Metropolis police officers flood the room, start rounding up the teenagers.

Superman breaks through the roof and flies straight down at the crowd. His visor is back in place, hiding his face.

BANSHEE
Scrag him!

The police OPEN FIRE, a BARRAGE OF BULLETS.. Superman descends on Lois and Jimmy, covers them in the interior wing, and flies up with them, out the hole he made when he came in.

EXT. ROOFTOPS OF METROPOLIS - NIGHT

Superman deposits Lois and Jimmy on a rooftop. He drops Lois facing away from him, looks Jimmy in the eye.

(CONTINUED)

CONTINUED:

Superman jumps off of the roof just as Lois turns to get a look at him. Lois and Jimmy hurry to the edge.

JIMMY
I'm telling you, that's Superman!

LOIS
It can't be. Can it?

EXT. BASEMENT RAVE - NIGHT

The teens run out into the street, screaming. The police follow, trying to round them up. Parasite and Silver Banshee come out in the crowd, looking for Superman.

Superman swoops down and lands, scattering the crowd.

BANSHEE
Who are you, man?

Superman takes a deep breath, blows super breath at her. This time she is ready; she wails, yelling right at him.

His super breath hits her sound save, causing a vortex that swirls upwards, sweeping paper and dirt and somebody's bicycle up with it, a cyclone.

Superman whips his head to the side, and the vortex goes swirling off down the street, the club dancers diving out of the way.

Parasite grabs a young dancer; he starts to suck out this guy's essence, but the guy starts shaking, twitching.

PARASITE
Ah, none of that. P-tooie!

He shoves the dancer away, and the dancer slams against the wall and slides down, dazed. Superman sees this.

Parasite turns on Superman, crackling with energy. He leaps through the air and drop kicks Superman, who slams back against a wall. Parasite pounces, grabs his head.

PARASITE
Say night-night.

He starts sucking. Superman smacks his arms apart and punches him, hard. Parasite staggers back and Superman jumps to his feet.

Silver Banshee sees that they are under a tall, glass skyscraper. She begins to wail, a very high tone.

(CONTINUED)

CONTINUED:

All the young people from the night club cover their ears. She wails louder, higher, until --

All of the GLASS on the skyscraper starts to SHATTER and RAIN DOWN toward the crowd. The WINDOWS POP, floor by floor. The crowd scream, they will be ripped to shreds.

One huge wedge of glass drives through the roof of a car, shearing the vehicle in half.

Superman takes off. The big wing swoops down and latches on to him; he flies in a loop around the glass, at super speed, until he is a blur going around. He catches all of the glass shards in a funnel of wind and carries it away.

Silver Banshee pulls Parasite to his feet. They run off into the night.

EXT. SKY OVER METROPOLIS CITY DUMP - NIGHT

The spinning blur that is Superman moves out over the city dump. Superman stops spinning and flies back toward town; all of the glass rains harmlessly down on the dump.

EXT. BASEMENT RAVE - NIGHT

Superman breaks off from the big wing and settles to earth in the interior wing, which folds neatly away as soon as he's on the ground. He goes to the Young Dancer that Parasite didn't want to suck from, whose FRIEND is kneeling over him administering health care.

SUPERMAN
What happened?

FRIEND
He had a fit. He's epileptic.

SUPERMAN
Parasite wouldn't feed off of him.
His sickness must affect him.

Lois runs out of the building, behind Superman.

LOIS
Superman?

She is flush with anticipation. Superman hesitates, then turns around, faces her. She looks him over; the costume, the visor, the silver "S" on his chest. Her heart falls.

(CONTINUED)

CONTINUED:

LOIS
Whoever you are, you shouldn't wear that 'S.' It's disrespectful.

He takes off on the interior wing. The big wing loops down, he joins on to it, and soars away.

EXT. ROOFTOPS OF METROPOLIS - NIGHT

Superman flies over, a streak in the sky. He passes the Metropolis Bank, and the clock that reads: 08:36:24.

We FIND Jimmy Olsen, still on the rooftop where Superman left him. He watches Superman make an arc, and makes note of the general area where he disappears.

CUT TO:

INT. CADMUS'S SHIP - CORRIDOR - NIGHT

Superman storms along, tearing off pieces of his equipment and dropping them. Cadmus follows, picking the pieces up and dropping them on a small robot that follows him.

CADMUS
The visor broke?

SUPERMAN
Just when I needed it most. Lucky for me, I managed to recover my own X-ray vision.

He goes into the training room.

CADMUS
(under his breath)
You don't say.

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Cadmus follow Superman in and goes to the console.

SUPERMAN
I'm going after Brainiac tonight.

CADMUS
Your X-ray vision is the key, we're close, we can get the rest of your powers back --

(CONTINUED)

CONTINUED:

SUPERMAN
Everthing's changed, Cadmus. Lois told me she loves me.

CADMUS
So send her some flowers and let's get to work.

Cadmus turns the apparatus on, but Superman steps out of the field of action.

SUPERMAN
You don't understand --

CADMUS
No, you don't understand! I don't have time for this crap! I need you to concentrate if we're gonna get this bastard!

SUPERMAN
I thought you said I couldn't live my life for vengeance?

CADMUS
You can't. But it's all I've got.

Superman looks at him a few moments.

SUPERMAN
All I've ever wanted is Lois. She's it. But I never thought I could have her. Tonight, she told me she loved me, it was the first thing out of her mouth. Me, Clark Kent, the man. Not Superman.
(a beat)
For the first time I'm not an alien on this planet. If anyone can understand that, it should be you.

He goes and sits on the steps, works his boots off. Then he sits there feeling bad for talking to Cadmus that way.

CADMUS
I told you to look for the thing that makes you like them, instead of what keeps you different. You're close, kid, you're right on it. But you can't deny where you came from, or you'll never be whole.

(CONTINUED)

CONTINUED:

SUPERMAN
It doesn't matter now.

CADMUS
It matters more than ever. Do you only love her with half of yourself?

Superman doesn't answer. Cadmus sits on the step above him, puts a hand on his shoulder, a fatherly gesture.

CADMUS
Sometimes all that keeps me going is knowing that I am the last one. Brainiac has turned himself into God knows what. My civilization is gone, every member of my race is dead. I may be old and stubborn, but I'm it. The only living proof that my kind ever existed at all. That's gotta be worth something.
(a beat)
Anyway, it gets me out of bed.

They sit there in silence for a few moments while Superman thinks all this over.

SUPERMAN
You've been good to me.

CADMUS
Well, I like you. God knows why, you give me nothing but grief.

SUPERMAN
For once, I have to do something for myself. I'll fight Brainiac. I'll dismantle his weapons.

He gets up, heads for the door.

SUPERMAN
But win or lose... Superman dies with him.

He exits, leaving Cadmus alone on the steps, in the dark.

CUT TO:

INT. CLARK KENT'S APARTMENT - NIGHT

It is dark; there is a KNOCK at the door. Then another.
(CONTINUED)

CONTINUED:

The door swings open. Lois stands in the hall.

LOIS
Clark? Your door is unlocked. It isn't safe, not in this city.

There is a light on in the bedroom, she figures he's in there.

LOIS
You were right about us going to the ship, it was a disaster. Those were the best Metropolis had to offer... now, anyway... and Parasite chewed them up and spit them out.
(a beat)
Clark?

She pushes the bedroom door open, but he isn't there. She turns his bedroom light off and heads for the front door.

LOIS
Talking to yourself. Don't you know that's the first sign of insanity? I did, actually, I knew that.

She spots something that strikes her odd. She picks up his glasses from the reading table.

LOIS
Where would you be without these?

She notices something about them. She holds them up toward the light from the window, looks through them.

LOIS
These are clear glass.

She slips them on, looks through them. She turns and sees...

Another woman in the room with her! She cries out, then she takes a closer look...

She is looking in a mirror! The other woman is actually her, Lois, looking frumpier, her hair in a bun, washed out.

Lois is tripping. She lowers the glasses off of her face...

(CONTINUED)

CONTINUED:

And sees her normal self in the mirror. She puts the glasses on again; the other woman. Takes them off; Lois.

PUSH IN ON her face as she stares in disbelief at the glasses in her hand.

INT. CLARK KENT'S BEDROOM - NIGHT

The glasses sit on the bed; PAN ACROSS the room, which is a mess; Lois is going through Clark's things, his clothes are strewn everywhere.

She is at the closet, tossing things out. She leans against the door frame, out of places to look. Then she notices a box under the bed. She pulls it out, opens it, and sees:

The letters from kids she gave to Superman on the balcony. Lois is half crying and half laughing, as she realizes what this means.

CUT TO:

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

We find Brainiac at his work station, alone. On front of him, his three dimensional model of Lois is rotating, he is looking at it from all angles.

He hears the DOOR and Lois evaporates as Hestes enters.

BRAINIAC
I'm tired, Hestes. When I was young, I destroyed worlds with relish.

HESTES
Then why continue?

BRAINIAC
The universe needs my domination. It isn't that I want to rule all the downtrodden races I haven't destroyed, it's that I must... for their sake.

HESTES
Your sacrifice is awe inspiring.

BRAINIAC
Watch the sarcasm.

(CONTINUED)

CONTINUED:

HESTES
Sorry.

BRAINIAC
These humans are an enigma. I have been able to subjugate every race we've encountered, but these... they'll die for Superman, even though he was an alien. How did he engender this loyalty? This devotion?
(beat)
Especially in this woman.

He gestures, and a small 3-D image of Lois appears.

BRAINIAC
I have not felt the sheer strength of this emotion they call 'love' in any human nearly as I have in Lois Lane.

HESTES
From what I've seen, you're better off without it. It makes them miserable.

BRAINIAC
No. Her D.N.A. is worth incorporating into my person.

HESTES
Does that mean we will destroy this world even if we do find Superman?

BRAINIAC
No one else can have human D.N.A.
(beat)
Bring her to me.

Hestes bows, and backs out of the room.

CUT TO:

EXT. METROPOLIS RESERVOIR - NIGHT

Jimmy Olsen comes along to the area where he saw Superman land, climbs the chain link fence, hops down to the cement walkway and looks around. He is carrying a portable video camera. He spots the top of the ship underwater out near the center of the reservoir, but he can't see it clearly.

(CONTINUED)

CONTINUED:

JIMMY
Hello, Emmy.

He climbs over the guard rail onto the steep bank of the reservoir, aims his camera and shoots. It is precarious; he holds the railing, tries to keep his footing.

He slips, catches himself, but the CAMERA slips out of his hand. He reaches, juggles it a couple of times, and it SPLASHES in the WATER.

Jimmy loses his footing, splashes in after it, goes under.

JIMMY'S POV

He sees Cadmus's ship underwater, in the distance, a strange, frightening shape in the murky water.

BACK TO SCENE

Jimmy scrambles for shore, but can't climb up the slippery bank. Then he calms down, thinks it through, and his reporter's instincts get the better of him.

He swims out to the ship. The top is only a few inches below the surface, he climbs up and stands on it.

EXT. ALIEN LANDSCAPE - SUNSET

Cadmus sits looking out at the sulfur fields of his home planet, and the great sunset they produce. He is holding a silver orb in his hand.

A young woman, a child, and a younger version of Cadmus himself come along with a picnic basket. The younger Cadmus and the woman set up while the child runs and plays.

Cadmus looks away just before the woman impulsively kisses the younger Cadmus; he has watched this memory so many times that he knows precisely when the kiss is coming, and he can't bear to watch it.

An ALARM sounds. Cadmus sets down the silver orb.

INT. CADMUS'S SHIP - NIGHT

Superman runs into the hall and finds Cadmus running by.

(CONTINUED)

CONTINUED:

CADMUS
Perimeter alarm! They've found us!

QUICK MONTAGE

FAST CUTS OF Superman suiting up, which includes covering his face with the visor, and Cadmus arming himself with alien weaponry.

INT. CADMUS'S SHIP - NIGHT

Just inside the front hatch. Cadmus smacks a switch on the wall which KILLS the ALARM. Cadmus cocks a big weapon, waggles his eyebrows.

CADMUS
This ought to be lively.

He hits a button and a video screen opens, and they see Jimmy underwater, checking out the ship. Jimmy heads for the surface, but his pants get hooked on a piece of metal, he's stuck. He struggles, but can't get loose.

CADMUS
Guess we better let him in. He'll drown.

Superman nods. Cadmus spins a lock and a hatch opens. The water doesn't pour in, it stays smooth, like the surface of a pond, only upside down. Jimmy falls through and lands on the floor, soaking wet.

Superman throws him against the wall as Cadmus locks the hatch, then sticks an alien weapon in Jimmy's face. Jimmy looks at them, terrified.

CUT TO:

INT. MAYOR'S OFFICE - NIGHT

Parasite opens the closet, revealing a few tied up, terrified humans.

PARASITE
Let's see who we've got for dinner tonight. Mmm, you'll do.

He goes in. We STAY outside in the office, and see the purple light from within as he devours the human's energy.

(CONTINUED)

CONTINUED:

Parasite staggers out holding his head, his fingertips dancing with energy, and falls to his knees in excruciating pain.

PARASITE
Too many... voices... Bobby, you come in for supper... I told you not to park here, boy... You think I don't know what you've been doing with my sister? Working late my...

He pulls himself together and looks over, sees a white female foot dangling from his desk. Silver Banshee is laying across the desk. She kicks the closet door shut.

BANSHEE
If it isn't the purple people eater.

She sits up, and he stands between her legs while she sits on the edge of the desk.

PARASITE
You should be nice to me. When I'm running Metropolis I might let you stay on as top cop.

She grips him in her thighs and spins him around, slams him down on the desk. She is on top of him now.

BANSHEE
You think you can take me?

He picks her up. She keeps her legs wrapped around his waist, and he slams her into the wall. She makes an excited sound, she's getting turned on.

He tries to kiss her, but she puts her thumbs in his eyes and forces his head back. Finally he loses his balance, and they trip over the sofa, crash to the floor, pulling lamps and furniture over with them.

They are under the desk. He pins her arms, raises up and smacks his head on the desk. She kicks him off of her.

He slams back against the wall and slides to sit. He looks up and sees her coming at him, on all fours, looking ravenous.

PARASITE
Okay. You can handle her.

(CONTINUED)

CONTINUED:

She grabs his feet and yanks him across the floor, climbs on top of him, kisses him. He flips her, rolls over backwards and gets to his feet.

He looks around, doesn't see her. Suddenly she comes flying out from behind the sofa and checks him under the chin with her forearm. He lands on his back, hard, knocking a chair through the window and breaking it. He groans as she climbs on top of him and starts kissing all over his face. Her eyes are wild, she's excited.

PARASITE
See? I knew I could get you going.

He rolls her over. She tries to kiss him.

PARASITE
'Cause I got it going on. You can't resist what Parasite's got. You think energy shooting out my fingertips is wild, get a load of this.

He waggles his tongue; purple energy dances off the tip. She shoves him away, totally cold now.

BANSHEE
Why must you always talk? Yak yak yak.

PARASITE
Hey, I'll shut up --

BANSHEE
Too late.
(a beat)
Have you thought about what will happen if Superman doesn't turn up?

PARASITE
Then pizza head will blow Metropolis, with us in it. Hey, maybe he'll take us with him.

BANSHEE
You need to absorb some female brains. If Superman doesn't turn up, he'll die. None of us go anywhere.

PARASITE
That bites.

(CONTINUED)

CONTINUED:

BANSHEE
We should be prepared to destroy Brainiac ourselves.

PARASITE
So, we figure a way to blow his weapon thingy.

BANSHEE
That weapon will be our source of power, so that we can rule Metropolis.

PARASITE
Right. Don't blow the thingy.

BANSHEE
We will rule together. But until Brainiac is gone, it's strictly business between us.

PARASITE
You sure you don't want to... you *know, just to get the first one* out of the way?

She moves so close that he can feel her breath on his lips.

BANSHEE
Patience is a virtue.

PARASITE
Yeah, but I'm a villain, baby.

She laughs, jumps out the broken window, and lands on the street several stories below.

CUT TO:

INT. CADMUS'S SHIP - WAREHOUSE - NIGHT

Superman sits at the mound of junk from Krypton, looking through it, holding pieces in his hands. He lifts an object and turns it over; it is completely foreign, it means nothing.

He looks across the room and sees a pile of earth stuff; the collection Cadmus is building to remember this planet by. Paintings, computers, bits of popular culture, religious artifacts. There is a gold crucifix at the top of the pile. As superman looks at it in the half-light, it is almost like he is in church.

(CONTINUED)

CONTINUED:

Jimmy walks up, out of the dark. Superman turns, keeps his face in shadow so that Jimmy only sees his outline, his features. He never gets a real look at him.

SUPERMAN
What are you doing here?

JIMMY
I want your story. An exclusive. You're going to go up against Brainiac, right? I just want to be there, me and my cameraman.

He steps around, but Superman turns, keeps to the shadows, so Jimmy still can't see him directly.

JIMMY
Why are you afraid to let me see your face?
(a beat)
You are Superman, aren't you?

SUPERMAN
Superman is dead.

JIMMY
If you say so. It doesn't really matter, you should hear what's happening on the streets. Is he Superman? Isn't he? Where'd he come from? Just the idea of Superman is giving people hope again.

SUPERMAN
Superman can't help Metropolis.

JIMMY
What are you talking about?

SUPERMAN
There are real problems out there that he can't solve. He can't do it all.

JIMMY
Of course not. But he can inspire people to do for themselves.

SUPERMAN
(after a beat)
Superman was just an alien.

(CONTINUED)

CONTINUED:

JIMMY
Hey, look, pal, I don't care who you are, you don't talk like that about Superman. I knew him. He not only helped Metropolis, Superman was Metropolis.
(a beat)
If the city didn't need Superman how do you explain that funeral?

SUPERMAN
What funeral?

JIMMY
Superman's funeral, who are we talking about?

Superman looks down at the silver orb that is recording earth. He picks it up, holds it in his fist.

He doesn't get anything, so he turns the orb over, but he is still standing in the warehouse. He turns it over again.

SUPERMAN
It's not working.

He hears HORSE HOOVES. He turns to where Jimmy should be and finds...

WHITE STALLION

clomping down on him. He steps aside and turns as it passes.

EXT. MAIN BOULEVARD (METROPOLIS) - NIGHT

Superman watches the horse clomp by, pulling the wagon with his casket, draped in his tattered cape. He is at his own funeral.

He glances up at the reviewing stand, and sees the Mayor, the Police Chief, Batman. And then Lois, with the veil down over her face.

SUPERMAN'S POV - X-RAY VISION

He looks through the veil at her face. She looks like she has been hit by a truck; she is trying so hard to maintain, but her emotions are going wild inside of her. He watches her face for a long time.

BACK TO SCENE

As the casket passes, Superman follows it up the boulevard.

He hears crying and starts to notice the average citizens lining the street. He looks at their faces; men whose eyes are vacant, red; women who openly weep. Small kids clutching Superman dolls, or dressed up in homemade Superman outfits.

He settles on a young family, father and mother holding their two children, comforting them. The kids are bawling as they watch the coffin pass. He looks back the way he came. He can't believe what he sees.

The streets are lined with people, as far back as his eyes can see, as if all of Metropolis is out for this.

He finds Lois again, watches her.

CLOSEUP ON HER FACE

as she stands there fighting mightily to keep the tears away; she is trembling, biting her lip.

PUSH IN ON Superman's eyes, as he sees for himself what he means to Metropolis... and to Lois Lane.

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

PULL AWAY FROM Superman's eyes as he hits a switch on the wall, turning on the low-level lighting in the training arena. He picks up a remote, walks out to the center of the room.

He stands and gathers his resolve, hits a button on the remote. The training arena comes to life; lasers, blades, obstacles start flying. Superman ducks and weaves.

INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Cadmus watches Superman on a monitor, pleased. He hears a NOISE, turns to find Jimmy in the doorway.

JIMMY
He's in trouble.

CADMUS
Yep.

JIMMY
I know what he needs. You've got to let me out of here.

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Superman ducks the flying obstacles. He finds a spot where there is a lull, like the eye of the hurricane. He closes his eyes, takes a deep breath. He turns, ducks the first couple of pikes, then one hits him in the back. He recovers, focuses on the next swinging pike.

SUPERMAN'S POV - X-RAY VISION

He looks right through the pike, it hits him in the face.

BACK TO SCENE

He regains his stance, bobs and weaves as pikes fly past him. Once again, he takes deep breaths, settles, lets himself relax.

SUPERMAN'S POV

He is looking at the swinging pikes, and he starts to see patterns; where they are going, how their paths change direction.

BACK TO SCENE

He is amazed.

He deflects the pikes, and soon he is in a rhythm, going with the pikes, almost as if they are dancing; he knows when they are coming, where they will turn, how they will approach, and he deflects them, in perfect synch.

CUT TO:

EXT. LOIS'S TERRACE - NIGHT

Lois looks at the Metropolis clock tower, which reads: 02:37:16, then she looks up at the sky.

LOIS
I know you're up there, somewhere.
How do I find you?
(thinks)
You always come when I'm in
trouble. You save me, without
fail.

She climbs up on the railing and looks down at the ground, forty stories below, then out at the night.

(CONTINUED)

CONTINUED:

LOIS
Don't let me down this time.

She closes her eyes... and jumps!

Someone grabs her and pulls her back onto the terrace; it is Jimmy! Lois yells, he yells.

JIMMY
It's me! Lois, it's Jimmy!

EXT. METROPOLIS - NIGHT

Jimmy and Lois hurry through the streets.

JIMMY
You have to talk to him, he's all mixed up.

LOIS
I knew it was him!

BANSHEE (O.S.)
Lois Lane.

They spin and find Silver Banshee standing behind them.

JIMMY
You'll have to go through me.

Silver Banshee makes one small squeak, and Lois and Jimmy both fall unconscious. Silver Banshee heaves Lois over her shoulder and walks off, leaving Jimmy on the ground.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Silver Banshee leads Lois in, hands bound behind her back, as Brainiac comes forward. Lois recoils; he is really physically degenerating, beginning to fester.

BRAINIAC
Lois. Nice to see you again.

LOIS
What happened to you? You look like a cold-sore.

BRAINIAC
Why is it that a person can be a genius, the smartest being ever... and all anyone can talk about is his looks!

(MORE)

(CONTINUED)

CONTINUED:

BRAINIAC (CONT'D)
It's sad, it really is.
(a beat)
You are lucky, Lois. I have decided that I will love you.

LOIS
Don't do me any favors.

BRAINIAC
I've been observing you. You are the smartest, most physically attractive female of your race.

LOIS
Well, I... you can't...

BRAINIAC
I've devised a way that we can be together always. That is what you humans are looking for, isn't it, in your notions of romantic love? To be together forever?

LOIS
What do you have in mind?

BRAINIAC
The human race will live on in me, through your sacrifice.

Brainiac gestures; one of the glass tubes shoots up from the floor, trapping Lois. She pushes the sides, yells at Brainiac, but she is silent in the glass tube.

CUT TO:

INT. CADMUS'S SHIP - NIGHT

Cadmus unlocks the heavy door; Jimmy falls in, soaking wet.

JIMMY
Brainiac's got Lois. He's gonna kill her. Where is Superman?

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Cadmus and Jimmy enter and find the room empty.

CADMUS
Mary Lou. Locate Superman.

(CONTINUED)

CONTINUED:

COMPUTER (V.O.)
Superman is not aboard ship.

CADMUS
(thinks)
Locate Clark Kent.

COMPUTER (V.O.)
They're the same person, Cadmus.

JIMMY
Your computer has an attitude.

CADMUS
He'll show up to kill Brainiac before time expires. I'm sure he will.

JIMMY
How sure are you?

Cadmus heads for the door. Jimmy follows.

INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Cadmus unlocks a cabinet, takes out a scary, alien weapon and puts it in Jimmy's hand.

EXT. BRAINIAC'S SHIP - NIGHT

Cadmus and Jimmy come up the street. Jimmy is armed, but Cadmus is just wearing a robe. Most of the police are gone; only a lonely ROOKIE COP is still watching the ship.

ROOKIE
Excuse me, you can't...

Cadmus thumps him on the forehead with his palm, and the Rookie falls gently to the ground. Cadmus and Jimmy cross the police line and walk up to the ship.

JIMMY
How do we get through the force field?

Cadmus touches it with his fingertip, gets a jolt. He rolls his shoulders, then holds his hands up, palms open, a few inches from the force field. With his eyes closed, he slowly starts to push his palms in. Jimmy watches, fascinated.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac watches a 3-D hologram of Cadmus and Jimmy in the street.

BRAINIAC
It's Cadmus. Let him in.

Hestes bows and works the controls.

EXT. BRAINIAC'S SHIP - NIGHT

Cadmus's hands are almost to the FORCE FIELD when it falls; they hear it HUM AND DIE. Cadmus looks around; that was too easy. Nevertheless, he steps through.

JIMMY
You did it!

Cadmus just grunts, and goes up the gangplank into the ship. Jimmy double-checks his weapon and follows him in.

INT. BRAINIAC'S SHIP - CORRIDOR - NIGHT

Cadmus and Jimmy walk along. Aliens hop out at them, and Jimmy shoots while Cadmus simply deflects them with his hands, spending minimum effort, as he did with Superman in the training room.

INT. BRAINIAC'S SHIP - OBSERVATION DECK - NIGHT

Cadmus and Jimmy BLAST their way through, SHOOTING down mutant aliens right and left. Jimmy gets cocky.

JIMMY
Woo! This is bad!

Conk! Someone hits him over the head and he goes down on his knees. Cadmus finds himself surrounded by weapons, and raises his hands, cocks an eyebrow.

INT. BRAINIAC'S GENETIC CHAMBER - NIGHT

Brainiac stands on his platform as Cadmus and Jimmy are brought in by mutant aliens. Jimmy spots Lois in the glass tube. There is a big screen reading out the remaining time to detonation: 38 minutes, 10 seconds.

BRAINIAC
Cadmus. The only being whose power could have rivaled mine, if he had been a little more selfish.

(CONTINUED)

CONTINUED:

CADMUS
You look like hell.

BRAINIAC
I feel sorry for you, old friend. All these years, chasing me around, always a step behind. I want to do something for you.

CADMUS
You could die.

BRAINIAC
Join me, Cadmus. Use that power of yours for your own benefit for once.

CADMUS
You're sick.

BRAINIAC
(laughs)
Pathetic old man. Where is he? I'm going to blow Metropolis in thirty-six minutes.

CADMUS
It's worth it, if you die too.

BRAINIAC
You're lying. Your conscience won't allow you to sacrifice even one life to stop me, let alone millions. He's alive, isn't he? The man in the black suit is Superman.

CADMUS
His name is Kal-el, of Krypton. And he's gonna knock your block off.

CUT TO:

EXT. ROOFTOP - NIGHT

Superman stands on the edge, looking down at Brainiac's massive ship across from him in the park. He stands in front of his wing in his full new costume.

He lifts his visor, revealing eyes full of fire and determination.

(CONTINUED)

CONTINUED:

He tosses the visor, tears the mouth piece off, rips the hydraulics from the costume, then the generator that provides his force field. He rips the accelerators from his boots.

He stands there with no alien technology left, just him in his cool new black suit, silver "S" on his chest, black cape with red lining...

SUPERMAN

Reborn. He jumps off the roof, still flying with the aid of the interior wing, and heads for the ship.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac watches a hologram of Superman approaching the ship in his wing. He turns to Silver Banshee, Parasite and Doomsday.

BRAINIAC
I want one of you on each level. Kill him before he finds the weapons.

HESTES
Maybe we should turn it off.

BRAINIAC
Quiet, Hestes.

HESTES
If you get the body, there's no sense destroying this world --

Brainiac gestures and Hestes incinerates, just like that. He becomes an ash sculpture of himself. Brainiac's eyes flare.

BRAINIAC
I said quiet.

The other villains quickly go to take up their posts.

EXT. FRONT OF BRAINIAC'S SHIP - NIGHT

Crowds are gathering, the people of Metropolis, the army, the police, etc. They cheer Superman on as he lands at the front, steps out of the wing and up to the force field, touches it. It zaps him, he steps back.

(CONTINUED)

CONTINUED:

He takes off on the small, interior wing, makes a loop and plows into the force field. It flares, wild sparks flying, but Superman breaks through. The crowd cheers as he crashes through he door, into the ship.

INT. BRAINIAC'S SHIP - CORRIDOR - NIGHT

Superman walks down the hallway, scanning through the walls with his X-ray vision. Aliens jump out at him, and he nails them, slamming them into walls, crunching them.

SUPERMAN'S POV

He can see the aliens' patterns of attack, their motions, where they will fire their lasers, so that he is ahead of every move they make. He rips through them.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac watches Superman in his hologram. He glances at Cadmus; Cadmus is gone!

He looks up and sees Cadmus slip through a door on a higher level. To his aliens, indicating Lois and Jimmy.

BRAINIAC
Watch them!

He goes after Cadmus, floating up the center of the room.

INT. BRAINIAC'S SHIP - BRIDGE - NIGHT

Cadmus fiddles with the controls, throwing switches and pushing buttons.

Brainiac enters and faces him across the room. Cadmus sees him and works faster. Brainiac raises a hand, and Cadmus is slammed back against a wall. Brainiac glides over to him. He looks in Cadmus's eyes and twists his hand in the air; Cadmus grimaces like a knife is in his gut.

BRAINIAC
Did you really think you stood a chance against me?

CADMUS
Ah... what the hell.

(CONTINUED)

CONTINUED:

Cadmus slugs him, just hauls off and punches him across the jaw. It takes Brainiac completely by surprise... and pisses him off.

Brainiac gestures, and Cadmus flies across the room, slams into the bulkhead.

INT. CORRIDOR - NIGHT

Superman plows through the aliens. One SHOOTS him in the back with his LASER; it doesn't hurt Superman, but it destroys the interior wing.

SUPERMAN'S POV

X-ray vision: Through walls, at empty rooms, until he sees:

INTO BRIDGE

Where Brainiac is tossing Cadmus around the room like a rag doll, hurting him bad.

BACK TO SCENE

Superman tries to fly, but the wing on his back just CLICKS and WHIRS, destroyed. He runs toward the wall...

INT. BRIDGE - NIGHT

Brainiac lifts his arm, raising Cadmus up to the center of the room, against the ceiling.

BRAINIAC
Goodbye, old friend.

Cadmus is battered and barely conscious, but he manages this:

CADMUS
Kiss my --

INT. CORRIDOR - NIGHT

Superman is almost there... three aliens jump him, one cutting him off at the feet. He trips.

SUPERMAN'S POV

X-ray vision: Through the wall; Brainiac lets Cadmus drop.

SUPERMAN
No!

He quickly takes out the three aliens, one, two, three, and crashes through the wall:

INT. BRIDGE - NIGHT

Just in time to see Cadmus hit the floor. Cadmus lies there on his back, broken.

SUPERMAN
Cadmus!

Brainiac watches from a catwalk as Superman runs to Cadmus and kneels over him.

CADMUS
Well... damn.

Superman looks around for any way to help his friend, his eyes full of fury.

SUPERMAN
What can I do?

CADMUS
There's nothing to do.

SUPERMAN
I have to help you, Cadmus, I can't let you die.

CADMUS
Let me? Try and stop me.

SUPERMAN
After all you've done for me...

CADMUS
You did it yourself.

He coughs up some blood.

SUPERMAN
No. You led me to the Krypton orb. You made all my equipment fail right when I needed it most... I know what you've been doing for me.

(CONTINUED)

CONTINUED:

CADMUS
Got your powers back?

Superman nods. Cadmus manages to make a fist, pounds Superman on the chest a couple of times.

CADMUS
Got your heart back.
(a beat)
I'm done. It's your turn now.

SUPERMAN
What good are my powers if I can't help you?

CADMUS
You have helped me, Kal-el. You have no idea how much.

Cadmus dies. Superman cradles his head, rocks him. He looks up at Brainiac, pure resolve in his eyes and a tear running down his cheek... but Brainiac is gone.

Superman lifts both fists and smashes a hole in the floor, rips the metal floor up and looks down into the engine room.

INT. ENGINE ROOM - NIGHT

Superman drops through the hole he ripped out and walks through the engine room, looking for the annihilator. The room is eerie, with all kinds of alien machines with moving parts CHUGGING, CLICKING, WHIRRING and WHISTLING. It is all dark shadows and shifting shapes.

He feels a shake, looks down at the catwalk he is on. He turns and hears DEEP, RUMBLING BREATHING, but he doesn't see anything. He moves on, but he senses a massive presence in the shadows.

He hears a RUMBLING GROWL behind him. He spins, but still there is nothing there.

Suddenly, Doomsday swings both massive fists at him, coming out of the shadows like he materialized from nowhere. Superman ducks in the nick of time, but the blow catches him across the back, he falls off the catwalk, to the floor below.

Superman gets to his feet as Doomsday leaps down and comes at him again, swinging. Superman ducks. Doomsday gets nothing but air. The beast howls in frustration.

(CONTINUED)

CONTINUED:

Superman backs up to a machine, cornered. Doomsday advances. Superman feels the machine behind him, and gets an idea. He stays put, waits for Doomsday. Doomsday raises one massive fist in the air...

Superman moves at the last instant, and Doomsday smashes the machine.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac, Jimmy and Lois... who is still captive in the glass tube... watch the battle in the engine room in hologram form in the middle of the room.

Behind them, the clock readout is at 13:00.

INT. ENGINE ROOM - NIGHT

Superman backs away, and Doomsday follows. Superman is using his Phin-yar, he can see patterns, he knows where Doomsday will strike. He backs up against a computer array; Doomsday swings, Superman ducks...

Doomsday destroys the computer array, howls with frustration, stomps after Superman. His knuckles bleed green; Superman is feeling the Kryptonite, getting woozy.

Superman leans against a massive control panel, sweating, weak from the close contact with the Kryptonite. He looks up at Doomsday through heavy lids.

SUPERMAN
Come and get me.

Doomsday pounds with both arms. Superman dives out of the way, and Doomsday smashes the panel.

The PANEL EXPLODES, a massive explosion. The ship rocks, and a ton of RUBBLE POURS DOWN on Doomsday and Superman.

UNDER RUBBLE

Superman is pinned. He looks over and sees Doomsday, obviously dead. Then he sees --

A rivulet of Doomsday's green blood, running right toward him! The lethal Kryptonite will reach him in moments.

He heaves the rubble off of himself. He staggers away, the room spinning around him, shaking from MINOR EXPLOSIONS up and down the engine room. He sees a door two levels above.

(CONTINUED)

CONTINUED:

He climbs the rubble and makes it through the door just as a HUGE EXPLOSION rips through the engine room.

INT. BRIDGE - NIGHT

Superman enters, takes a few steps then drops to one knee, his ears still ringing from the Kryptonite.

A bone-white leg kicks him in the face. He rolls to his feet and faces Silver Banshee. She laughs, and each laugh drives like a spike through his head. He recoils, covers his ears.

Silver Banshee directs her howling at the room; walls collapse, beams fall, all of it landing on Superman.

Finally she wails at a cross beam, and the entire end of the room collapses on Superman. The lights are dim now, she has destroyed most of the fixtures.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac turns to Lois, who is still in the glass tube, and waves a hand. She pounds on the glass as the amber liquid begins to fill the tube, swirling around her ankles.

INT. BRIDGE - NIGHT

Silver Banshee pulls rubble off of the pile. She pulls a metal beam aside, revealing Superman, eyes closed.

BANSHEE
Didn't you know, lad, death is a woman.

His eyes open and he kicks her. She stumbles back and he plows into her; they break through the wall.

INT. ELEVATOR SHAFT - NIGHT

Superman and Silver Banshee plunge down the shaft, grappling. They hit bottom and tumble into an air duct.

They slide down the air duct, shooting along like bobsledders, fighting all the way.

INT. OBSERVATION DECK - NIGHT

They crash through the air duct high in the room, and fall to the floor, landing hard.

Superman lies on his back, dazed. He rolls over and tries to get to his feet, sees:

Two purple feet. Parasite stands over him, energy dancing off of him from every pore. He grins gleefully.

PARASITE
I sucked up sixty souls before you got here. I'm ready to rumble.

He kicks Superman, who falls backwards. He tries to get up, and Silver Banshee kicks him.

Parasite and Silver Banshee kick and pummel Superman, taking turns, gleefully. Finally he gets to his feet and stands before them like a punch drunk fighter.

Silver Banshee gives a horrifying wail, and Superman slams back against the wall, hard, and slides to the floor.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac watches the battle in three-D hologram. He pays no attention to Jimmy, who pounds the outside of the glass tube with a chair, with no result, or Lois, who is frantic, the amber liquid halfway up her shins now.

INT. BRAINIAC'S SHIP - OBSERVATION DECK - NIGHT

Silver Banshee moves toward Superman, who is still on the floor against the wall, but Parasite stops her.

PARASITE
This is one life force I gotta have.

Parasite pounces on him, puts his hands on Superman's head. He starts to suck his life force, makes a sour face.

PARASITE
Ooo, you're weak. Doomsday filled you full of Krytonite.

He starts to remove his hands, but Superman grabs them and holds them in place. He looks up at Parasite.

SUPERMAN'S POV

He can see green energy being sucked out of himself, traveling up Parasite's arms into his veins.

BACK TO SCENE

SUPERMAN
You're cleansing me, Parasite.
Don't stop now.

PARASITE
I don't want it! You're sick...
you'll make me... stop!

But Superman holds his hand on his head, and Parasite keeps getting the bad juice, while Superman gets stronger. Parasite starts fritzing, various personalities coming out.

PARASITE
Joey, how many times have I told
you to take out the garbage...
whoa, I get a hundred bucks a pop,
pal.... no, leave me alone...!
Help....! Ma, where's my
overshoes?... Yeah! Ah!

His head shakes, purple saliva spewing out. Superman rises up before him. Parasite stops shaking, focuses on Superman.

PARASITE
What a way to go.

Superman raises his hands together and brings them down on Parasite's head. He pounds him, Parasite slams to the floor, twitches, and dies.

Wisps of air begin to rise from him, swirling up. They take form as they rise; they are:

All of the souls he has devoured being set free. They continue to come out of him, dozens of wisps curling up in a thick, glowing column.

They rise past Superman and Silver Banshee. We see the spirits of men, women and children. Finally they all pass, and the room is quiet again. There is nothing left of Parasite except a mound of purple dust.

BANSHEE
You're a dangerous one, Superman.

SUPERMAN
Lady, you have no idea.

(CONTINUED)

CONTINUED:

She unleashes a horrible wail at Superman.

SUPERMAN'S POV

Using Phin-yar, he sees the soundwave as it flies at him across the room.

BACK TO SCENE

He holds his hands up and actually deflects the waves; they hit a wall, disperse harmlessly.

She wails again; he holds his arms up like a shield, and her soundwaves reflect back at her.

For the first time, she is hit with the full brunt of her own voice. She slams against the wall, screams in anguish.

Superman moves in on her, hands raised, reflecting her voice. It looks like he is sculpting with the sound. The harder she screams, the more the sound assaults her, the worse the pain, and the harder she screams.

It builds until she tosses her head back and unleashes the howl from hell. BEAMS CRACK, EQUIPMENT EXPLODES. Even Superman takes a step back and covers his ears.

She is directly underneath a huge catwalk, dangling from broken pylons. She meets Superman's eyes, bares her teeth and hisses at him, an otherworldly sound.

The catwalk collapses on her, burying her. She screams as she is crushed, and Superman covers his ears against the onslaught. Finally her screams die.

Superman goes to the massive catwalk and lifts it aside. He finds her at the bottom, broken, battered, dead. He slips the ring off her finger, holds it in his palm, and squeezes it, grinds it to dust.

The dead Banshee changes, back into a human woman. She is beautiful, peaceful... and still dead.

Superman looks around. Brainiac's voice comes out of the air.

BRAINIAC (V.O.)
Forget about the weapons, Superman. There's someone here that wants to see you.

(CONTINUED)

CONTINUED:

Superman goes to a console and hacks; schematics of the ship start to come up in 3-D hologram, but they are flickering, he can't quite get them on the damaged equipment.

BRAINIAC (V.O.)
She has the most interesting memories. See for yourself.

Superman looks up as:

3-D images appear in the air above him; they are Lois's memories of Superman which we saw earlier; together on her balcony, flying in his arms, various romantic images superimposed on the air.

Superman is absolutely floored. He whirls around, looks through the hole in the floor into the genetics chamber.

He sees Lois in the glass tube; she takes her last breath as the amber liquid completely fills the tube. She is floating now, helpless.

BRAINIAC (V.O.)
What a dilemma. Do you search for my weapons, while I kill the girl?

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Superman swings down through the hole, and drops to the highest level of the catwalks. He looks up at the timer, which is just under two minutes. Brainiac laughs.

BRAINIAC
You've ruined my hypothesis, Kal-el. I believed love to be a human trait. But here you are, far from human, and yet you obviously love. You can't save her, you're too late.

He gestures; in the tube, microbes attach to Lois.

Superman rips the broken wing off of his back and flies! He reaches Lois as her head lolls back, her eyes close...

He smashes the glass tube. The amber liquid gushes out, Lois slides and slips. Superman sets her safely on a dry spot. The microbes fall away as she gasps for breath.

BRAINIAC
My. We're full of surprises.

(CONTINUED)

CONTINUED:

Lois looks up at Superman, but he jumps off and flies down toward Brainiac.

Brainiac glares at him with those red eyes; Superman is slammed back against the wall, pinned. He struggles, under the full onslaught of Brainiac's brain power.

Up above, Lois slips in the amber fluid and falls over the edge of her catwalk. Jimmy catches her hand, holds her. He has her, but she is dangling over the precipice.

Superman breaks free of Brainiac's mind power and flies across the room at him. Brainiac begins to gesture, and objects fly at Superman:

Metal rods break free from the railings around the catwalks and shoot at him like spears; large consoles barrel through the air. The first one knocks Superman to the floor, and the metal spikes come after him.

Brainiac rises in the air and floats in the middle of the vortex of objects, orchestrating like a deranged conductor. Superman concentrates, uses his Phin-yar.

SUPERMAN'S POV

He sees the patterns in the objects, knows where Brainiac will send them.

BACK TO SCENE

Jimmy loses his grip on Lois. She slips away, slides down a few feet, grabs a ledge. She dangles by her fingertips, out of Jimmy's reach, ready to plunge to her death on the floor a hundred feet below.

Superman bobs and weaves through the objects, getting closer to Brainiac.

The countdown reaches 60 SECONDS.

INT. BRAINIAC'S SHIP - LEAD LINED ROOM - NIGHT

The ANNIHILATOR starts to THROB.

EXT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Another glass tube rises from the floor near Lois; the GLASS SHATTERS and flies at Superman.

(CONTINUED)

CONTINUED:

He uses his Phin-yar vision to see the patterns, weaves safely through the glass. He is very close to Basic Instinct. She weaves safely through the glass. He is very close to Brainiac now; Brainiac is frustrated. He gestures and a huge piece of equipment breaks loose from the ceiling, swings down and slams Superman against the wall.

Superman shoves off like a swimmer making his turn and heads back for Brainiac, whose brain is literally throbbing with the effort he is expending.

INT. BRAINIAC'S SHIP - LEAD LINED ROOM - NIGHT

The ANNIHILATOR warms up, a HUM steadily BUILDING, the whole thing glowing and throbbing...

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

The countdown passes 45 SECONDS.

Superman closes in on Brainiac, using his Phin-yar to move through the vortex of flying objects.

A metal rod flies at his face. Superman moves aside, and as the rod shoots past he catches it, uses its own momentum to spin it around, and launches it at Brainiac.

Brainiac ducks the metal spike, and for that instant his attention is off of Superman. Superman charges through the vortex and grabs Brainiac.

Superman swings him around, lets go; Brainiac flies through the air like a projectile, landing on the ledge.

Superman hits a switch. A glass tube shoots up around Brainiac, fills with amber fluid. Microbes attach to him.

Brainiac screams a silent scream as the extractor removes all of the alien DNA he has put into himself:

He morphs in the amber liquid, going through numerous alien transformations, all of the races he has used.

It is incredibly painful, he twists in the liquid as he morphs.

Finally all that is left is a human looking male, the being he was before he started. Ironically, he is very physically attractive. He looks down at Superman, pitifully.

(CONTINUED)

CONTINUED:

Then he says something that we can't hear through the fluid or the glass. What he says is:

BRAINIAC
(silent)
I was almost a god.

It will keep audiences guessing through multiple viewings. The machine keeps going; it extracts his own DNA, twisting him further, until it unlocks and he falls apart, dissolving into the fluid, which swirls down the drain.

Lois is barely hanging on, dangling off the catwalk.

LOIS
Uh... help?

JIMMY
Superman!

He points at the counter: It is down to 23 SECONDS.

Superman finds the red button on the white column, hits it; the counter keeps going, nothing. He tears the button out, pulls the wires; 17 seconds.

Superman flies up, makes a loop, and flies straight down through the floor.

INT. BRAINIAC'S SHIP - NIGHT

A CROSS VIEW as Superman flies through the ship, crashing through the floors.

INT. BRAINIAC'S SHIP - LEAD LINED ROOM - NIGHT

Superman crashes through and finds the Annihilator, which has a counter on the front: it is down to 11 SECONDS. He tears the front panel off and finds a maze of alien circuitry. Knowing he can't figure it out, he rips the device out of its perch; it is bigger than he is.

He hoists it over his head and flies up through the hole he made in the decks...

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Jimmy and Lois are where he left them as Superman flies up through the room with the Annihilator over his head, passing the big counter which reads 8 SECONDS.

EXT. METRO CENTRE PARK - NIGHT

Superman crashes through the roof of the ship, leaving a huge hole, and soars toward the heavens like a streak with the Annihilator over his head.....

EXT. OUTER SPACE - ABOVE EARTH - NIGHT

We can just see the sun rising over the edge of the Earth as Superman comes soaring out of the atmosphere with the device, which has counted down to 2 SECONDS.

With all of his might, he throws the DEVICE out into space.

It BLOWS, an unbelievable EXPLOSION, which knocks Superman backwards. He tumbles through space, head over heels, as the shockwaves of the explosion ripple outward.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Lois loses her grip, and falls! She screams as she plunges, arms and legs flailing, the hundred feet toward the floor.

EXT. OUTER SPACE - ABOVE EARTH - NIGHT

As the shockwaves disperse, Superman hears LOIS SCREAM with his super hearing. He swings around and zooms back toward Earth, as fast as he can fly, a streak.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Lois flails as she falls...

EXTREME CLOSEUP - ON HER HAND

as his hand catches it in mid-air...

He has her! He swings her around, her feet brushing the floor, and pulls her up into his arms. He flies up to the middle of the cavernous room, holding her.

LOIS
It is you.

SUPERMAN
Yes.

LOIS
My two favorite men.

(CONTINUED)

CONTINUED:

They look deeply into each other's eyes, with the relief of finally being together.

LOIS
Okay, the thing is this. I don't care if you are the strongest, fastest man on Earth, I love you anyway.

SUPERMAN
We love you too.

They kiss, floating in mid-air.

EXT. METRO CENTRE PARK - DAY

The sun has risen over Metropolis at last. Jimmy comes out the front of Brainiac's ship and finds the Mayor and the Police Chief... the real ones... waiting at the front of the crowd. The Mayor shakes his hand profusely.

The WGBS news truck pulls up, and a CAMERAMAN and crew jump out and start setting up.

CAMERAMAN
Olsen! What happened here?

JIMMY
Superman saved Metropolis.

CAMERAMAN
We're going live in ten!

Someone hands Jimmy a microphone, and the Cameraman focuses on Jimmy.

They hear a roar from the crowd. They look up, above the ship, as the crowd cheers and applauds.

As the rising sun floods Metropolis with light, and the crowd below cheers them on, Superman and Lois Lane kiss in mid-air. The Cameraman signals Jimmy, we're on.

JIMMY
This is James Olsen, live at Metro Centre Park...

He sees the Cameraman aiming his lens up at Superman and Lois. Jimmy reaches out and pushes the camera down. The Cameraman looks at him, what gives?

JIMMY
Let's leave them alone.

(CONTINUED)

CONTINUED:

The Cameraman clicks the camera off, as:

High above it all, floating in the air, Superman and Lois kiss, his long black and red cape swirling around them.

FADE TO

BLACK.

THE END